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Attorneys for Plaintiff

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	Chapter 11
MOTORS LIQUIDATION COMPANY, *et al.*,	Case No.: 09-50026 (REG)
Debtors.	(Jointly Administered)
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	Adversary Proceeding Case No.: 09-00504 (REG)
Plaintiff.	
-against-	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for various lenders party to the Term Loan Agreement described herein; Advent Global Opportunity Master Fund; Aegon/Transamerica Series Trust MFS Highyield; Alticor Inc.; American International Group, Inc.; APG Fixed Income Credits	

Pool; APG Investments US Inc. A/C Stichting Pensionfonds ABP; AR Mountain Range LLC; Arch Reinsurance Ltd.; Ares IIIR IVR CLO Ltd.; Ares VR CLO Ltd.; Ares VIR CLO Ltd.; Ares VIII CLO Ltd.; Ares IX CLO Ltd.; Ares XI CLO Ltd.; Ares Enhanced Cr Opp Fd Ltd.; Ares Enhanced LN INV III Ltd.; Ares Enhanced LN INV IR; Arnhold-Houston Police Officers' Pension System; Arrowgrass Master Fund Ltd.; Atrium IV; Atrium V; Avenue CLO V, Ltd.; Avery Point CLO Ltd.; Ballyrock CLO II Ltd.; Ballyrock CLO III Ltd.; Ballyrock CLO 2006-1 Ltd.; Ballyrock CLO 2006-2 Ltd.; Baltic Funding LLC; Bank of America, N.A.; Barclays Bank PLC; BBT Fund LP; Bechtel Trust & Thrift Plan Becon Trust & Thrift Plan; Big Sky III Senior Loan Trust; Bismarck CBNA Loan Funding LLC; Black Diamond CLO 2005-1 Ltd.; Black Diamond CLO 2005-2 Ltd.; Black Diamond CLO 2006-1 Cayman Ltd.; Black Diamond International Funding Ltd.; Black Diamond Offshore Ltd.; BlackRock California State Teachers Retirement System; BlackRock Corporate High Yield Fund, Inc.; BlackRock Corporate High Yield Fund III Inc.; BlackRock Corporate High Yield Fund V, Inc.; BlackRock Corporate High Yield Fund VI, Inc.; BlackRock Debt Strategies Fund, Inc.; BlackRock Diversified Income Strategies Fund, Inc.; BlackRock Employees' Retirement Fund of the City of Dallas; BlackRock Floating Rate Income Strategies Fund Inc.; BlackRock Funds II – High Yield Bond Portfolio; BlackRock Funds High Yield Bond Portfolio; BlackRock Global Investment Series: Income Strategies Portfolio; BlackRock GSAM Goldman Core Plus Fixed Income Fund; BlackRock High Income Fund of Blackrockbond Fund Inc.; BlackRock High Income Shares; BlackRock High Yield Trust; BlackRock-Lockheed Martin Corp Master Retirement Trust; BlackRock Managed Account Series High Income Portfolio; BlackRock Met Investors Series Trust High Yield Portfolio; BlackRock Multi Strategy Sub-Trust C; BlackRock Senior High Income Fund Inc.; BlackRock Senior Income Series II; BlackRock Senior Income Series IV; BlackRock Strategic Bond Trust; BTG Pactual Chile S.A. Administradora General De Fondos; CAI Distressed Debt Opportunity Master Fund, Ltd.; California State Teachers' Retirement System; Canadian Imperial Bank of :

Commerce; Canyon Capital CDO 2002-1 Ltd.; Cap :
Fund LP; Capital Research-American High Income :
Trust; Carbonado LLC; Carlyle High Yield Par IX :
Ltd.; Carlyle High Yield Partners 2008-1, Ltd.; Castle :
Garden Funding; Caterpillar Inc. Master Pension :
Trust; CCP Credit Acquisition Holding; Celfin Capital :
S.A. Adm. General de Fondos para Ultra Fondo de :
Inversion; Chatham Light II CLO Ltd.; Chrysler LLC :
Master Retirement Trust; Citibank, N.A.; Citigroup :
Financial Products Inc.; City of Milwaukee Employees :
Retirement System; City of Milwaukee Retirement :
System; City of Oakland Police & Fire Retirement :
System; Classic Cayman B D Ltd.; CMFG Life :
Insurance Company; Coca Cola Co Ret & MSTR Tr; :
Continental Casualty Company; Credit Suisse Loan :
Funding LLC; Credit Suisse Syndicated Loan Fund; :
Crescent Senior Secured Floating Rate Loan Fund, :
LLC; Cuna Mutual Insurance Society; Cypress Tree :
International Loan Holding Company; DDJ - JC Penny :
Pension Plan Trust; DDJ - Multi-Style, Multi-Manager :
Funds Plc - Global Strategic Yield Fund; DDJ - :
Stichting Pensioenfonds Hoogovens; DDJ Cap - :
Caterpillar Master Retirement Trust; DDJ Cap MGMT :
– Stichting Bewaarder Interpolis Pensioenen; DDJ :
Capital Mgt Group Tr; DDJ High Yield Fund; DE-SEI :
Institutional Investment Trust – High Yield Bond :
Fund; DE-SEI Institutional Managed Trust – High :
Yield Bond Fund; Debello Investors LLC; Delaware :
Delchester Fund; Delaware Diversified Income Fund; :
Delaware Diversified Income Trust; Delaware :
Enhanced Global Dividend & Income Fund; Delaware :
Extended Duration Bond Fund; Delaware Group :
Equity V Inc. Dividend Income Fund; Delaware Group :
Government Fund Core Plus Fund; Delaware Group :
Inc. Fund Inc. Corporate Bond Fund; Delaware Group :
Income Funds - Delaware High Yield Opportunities :
Fund; Delaware Investments Dividend & Income Fund :
Inc.; Delaware Investments Global Dividend & :
Income Fund; Delaware - LVIP Delaware Bond Fund; :
Delaware Optimum Fixed Income Fund; Delaware :
Pooled Trust-Core Plus Fixed Income Portfolio; :
Delaware Pooled Trust - High Yield Bond Portfolio; :
Delaware PSEG Nuclear LLC Master :
Decommissioning Trust; Delaware-SEI Institutional :
Investment Trust-High Yield Bond Fund; Delaware- :
SEI Institutional Managed Trust-High Yield Bond :

Fund; Delaware VIP Trust Diversified Income Series; :
Delaware VIP Trust High Yield Series; Deutsche Bank :
AG; Deutsche Bank AG Cayman Island Branch; :
Diamond Springs Trading LLC; Double Black :
Diamond Offshore Ltd.; Eaton Vance CDO VIII Ltd.; :
Eaton Vance CDO IX Ltd.; Eaton Vance CDO X PLC; :
Eaton Vance Floating Rate Income Trust; Eaton Vance :
Grayson & Co.; Eaton Vance Institutional Senior Loan :
Fund; Eaton Vance International (Cayman Islands) :
Funds Ltd. – Floating-Rate Income Fund; Eaton Vance :
Limited Duration Income Fund; Eaton Vance Loan :
Opportunities Fund, Ltd.; Eaton Vance Medallion :
Floating Rate Income Portfolio; Eaton Vance Senior :
Debt Portfolio; Eaton Vance Senior Floating Rate :
Trust; Eaton Vance Senior Income Trust; Eaton Vance :
Short Duration Diversified Income Fund; Eaton Vance :
Variable Trust Floating Rate Income Fund; Employees :
Retirement Fund of the City of Dallas; Employers :
Insurance Company of WAUSAU; Evergreen Core :
Plus Bond Fund; Evergreen High Income Fund; :
Evergreen High Yield Bond Trust; Evergreen Income :
Advantage Fund; Evergreen Multi Sector Income Fund :
f/k/a Evergreen Managed Income Fund; Evergreen :
Utilities & High Income Fund; Evergreen VA High :
Income Fund; Fairview Funding LLC; Fairway Loan :
Funding Company; Fidelity Advisor Series I– Advisor :
Floating Rate High Income Fund; Fidelity Advisor :
Series I – Advisor High Income Advantage Fund; :
Fidelity Advisor Series I – Fidelity Advisor High :
Income Fund; Fidelity Advisor Series II – Advisor :
Strategic Income Fund; Fidelity American High Yield :
Fund; Fidelity – Arizona State Retirement System; :
Fidelity Ballyrock CLO II; Fidelity Ballyrock CLO III; :
Fidelity Canadian Assett All; Fidelity Cen Inv-Hi Inc :
PF I; Fidelity Central Investment Portfolios LLC :
Fidelity Floating Rate; Fidelity Central Investment :
Portfolios LLC Fidelity High Income Central Fund 2; :
Fidelity Illinois Muni Ret Fd; Fidelity Income Fund - :
Fidelity Total Bond Fund; Fidelity Puritan Trust – :
Puritan Fund; Fidelity School Street Trust-Strategic :
Income Fund; Fidelity Summer Street Trust-Capital & :
Income Fund; Fidelity Summer Street Trust-High :
Income Fund; Fidelity TR-IG Invst Mgmt Ltd.; :
Fidelity Variable Insurance Products V Strategic :
Income Portfolio; Fidelity VIP FD Hi Inc PF; First :
Trust/Four Corners Senior Floating Rate Income Fund; :

First Trust Four Corners Senior Floating Rate Income Fund II; Foothill CLO I, Ltd.; Foothill Group Inc.; Fortress Credit Investments I Ltd.; Fortress Credit Investments II Ltd.; Four Corners CLO II Ltd.; Four Corners CLO III Ltd.; General Electric Capital Corporation; General Electric Pension Trust; Genesis CLO 2007-1 Ltd.; Genesis CLO 2007-2 Ltd.; Global Investment Grade Credit Fund; GMAM Investment Funds Trust; Golden Knight II CLO, Ltd.; Goldentree Loan Opportunities III, Ltd.; Goldentree Loan Opportunities IV, Ltd.; Goldman Sachs – ABS Loans 2007 Ltd.; Goldman Sachs Lending Partners LLC; GPC 69 LLC; Gracie Credit Opportunities Master Fund LP; Grand Central Asset TR SIL; Grand Central Asset Trust Wam Series; Grayson & Co.; Guggenheim Portfolio Co X LLC; Gulf Stream Compass CLO 2003-1 Ltd.; Gulf Stream – Compass CLO 2007 Ltd.; Gulf Stream – Sextant CLO 2007-1 Ltd.; Harch CLO II Ltd.; Harch CLO III Ltd.; Health Care Foundation of Greater Kansas City; Hewett's Island CLO IV; Hewett's Island CLO V Ltd.; Hewett's Island CLO VI Ltd.; Hewlett-Packard Company; HFR RVA Opal Master Trust; High Yield Variable Account; Highland Credit Opportunities CDO, Ltd.; Highland Floating Rate Fund; Highland – PAC SEL FD FLTG RT LN; Himco Fltg RT FD; Illinois Municipal Retirement Fund; Indiana University; Iowa Public Employees Retirement System; Ivy Fund Inc.-High Income Fund; Ivy Funds-Ivy High Income Fund; Janus Adviser Floating Rate Hi; Jasper Funding; Jersey Street CLO, Ltd.; J.P. Morgan Whitefriars Inc.; JPMCB - Secondary Loan & Distressed Credit Trading; Katonah 2007-1 CLO Ltd.; Katonah III, Ltd.; Katonah IV Ltd.; Kraft Foods Global Inc.; Kynikos Opportunity Fund II LP; Kynikos Opportunity Fund International Ltd.; Kynikos Opportunity Fund LP; L3-Lincoln Variable Insurance Products Trust - Managed Fund; Legg Mason ClearBridge Capital & Income Fund; Lehman Brothers First Trust Income Opportunity Fund; Lehman GMAM Investment Funds Trust; Lehman-Neuberger Berman-High Income Bond Fund; Lehman Principal Investors Fund, Inc. - High Yield Fund; Lincoln National Life Insurance Company Separate Account 12; Lincoln National Life WSA20; Loan Funding XI LLC; Logan – Raytheon MPT – Floating Rate; Logan – Raytheon MPT – Mid Grade Portfolio; :

Logan Circle – Alameda Contra Costa Transit Retirement System; Logan Circle – Allina Health Sys Defined Bnft Master Tr; Logan Circle – Allina Health System Trust; Logan Circle – Bechtel Corporation; Logan Circle Freddie Mac Foundation Inc.; Logan Circle – Liberty Mutual Employee Thrift Incentive Plan; Logan Circle Peoples Energy Corporation Pension Trust; Logan Circle – Public Service E; Logan Circle – Russell Inst Funds LLC – Russell Core Bond Fund; Logan Circle – Russell Investment Company PLC; Logan Circle – Russell Multi-Managed Bond Fund; Logan Circle – Russell Strategic Bond Fund; Logan Circle – Sunoco Inc. Master Retirement Trust; Logan Circle Wisconsin Public Service Corporation Pension Trust; Longlane Master TR IV; Lord Abbett & Co-Teachers Re; Lord Abbett Inv Trst-LA Hi Yld; Lord Abbett Investment Trust – Lord Abbett Floating Rate Fund; Louisiana Carpenters Regional Council Pension Trust Fund; MacKay 1028 – Arkansas Public Employee Retirement System; MacKay 8067 – Fire & Police Employee Retirement System of the City of Baltimore; MacKay-Houston Police Officers Pension System; MacKay New York Life Insurance Company (Guaranteed Products); MacKay Shields Core Plus Alpha Fund Ltd.; MacKay Shields Short Duration Alpha Fund; Madison Park Funding I Ltd.; Madison Park Funding II Ltd.; Madison Park Funding III Ltd.; Madison Park Funding IV Ltd.; Madison Park Funding V Ltd.; Madison Park Funding VI Ltd.; Marathon CLO I Ltd.; Marathon CLO II Ltd.; Marathon Financing I B V; Mariner LDC; Marlborough Street CLO Ltd.; Mason Capital LP; Mason Capital Ltd.; Mayport CLO Ltd.; McDonnell Illinois State Board of Investment; Meritage Fund Ltd.; Merrill Lynch Capital Services, Inc.; Metropolitan West High Yield Bond Fund; MFS Charter Income Trust; MFS-DIF-Diversified Income Fund; MFS Diversified Income Fund; MFS Diversified Income Fund – Series Trust XIII; MFS Floating Rate High Income Fund; MFS Floating Rate Income Fund; MFS Global High Yield Fund; MFS High Yield Portfolio; MFS – High Yield Variable Account; MFS Intermarket Income Trust I; MFS Intermediate High Income Fund; MFS Multimarket Income Trust; MFS Series Trust III High Income Fund; MFS Series Trust III High Yield Opportunities Fund; MFS Series Trust VIII Strategic :

Income Fund; MFS Series Trust X Floating Rate High Income Fund; MFS Special Value Trust; MFS Strategic Income Portfolio; MFS Variable Insurance Trust - MFS Strategic Income Series VWG; MFS Variable Insurance Trust II High Yield Portfolio; MFS Variable Insurance Trust II Strategic Income Portfolio; MFS Variable Insurance Trust MFS High Income Series; Microsoft Global Finance Ltd.; Missouri State Employees Retirement System; Momentum Capital Fund Ltd.; Montana Board of Investments; Morgan Stanley Senior Funding Inc.; Mt. Wilson CLO Ltd.; Mt. Wilson CLO II Ltd.; Muzinich & Company Ireland Ltd. for the Account of Extra Yield S Loan Fund; Nash Point CLO; National City Bank; Neuberger Berman High Yield Strategies Fund; Neuberger Berman Income Funds – Neuberger Berman High Income Bond Fund; Neuberger Berman Income Opportunity Fund, Inc.; New York Life Insurance Company Guaranteed Products; New York Life Insurance Company (Guaranteed Products); New York Life Insurance Company GP - Portable Alpha; Oak Hill Cr Opp Fin Ltd.; Oak Hill Credit Opportunities Master Fund, Ltd.; Oak Hill Credit Partners II Ltd.; Oak Hill Credit Partners III Ltd.; Oak Hill Credit Partners IV Ltd.; Oak Hill Credit Partners V Ltd.; Oaktree – Bill & Melinda Gates Foundation Trust; Oaktree Capital Management - Central States SE and SW Area Pens Plan; Oaktree Capital Management High Yield Trust; Oaktree-DaimlerChrysler Corporation Master Retirement Trust; Oaktree – Employees Retirement Fund of the City of Dallas; Oaktree – General Board of Pension & Health Benefits of the UN Methodist Church Inc.; Oaktree – High Yield LP; Oaktree – High Yield Fund II, LP; Oaktree – High Yield Plus Fund LP; Oaktree – International Paper Co. Commingled Investment Group Trust; Oaktree Loan Fund, LP; Oaktree Loan Fund 2X (Cayman), LP; Oaktree – Pacific Gas & Electric Post Ret Med Trust for Non-Mgt Emp & Retirees; Oaktree – San Diego County Employees Retirement Association; Oaktree Senior Loan Fund, LP; Oaktree – TMCT LCC; OCM – IBM Personal Pension Plan; OCM-Pacific Gas & Electric Company Retirement Plan Master Trust; OCM-The State Teachers Retirement System of Ohio; OCM-WM Pool High Yield Fixed Interest Trust; Octagon Investment :

Partners XI Ltd.; Oesterreichische Volksbanken AG; OHA Cap Sol Fin Ofshore Ltd.; OHA Cap Sol Fin Onshore Ltd.; OHA Park Avenue CLO I Ltd.; Ohio Police & Fire Pension Fund; OHSF Financing Ltd.; OHSF II Financing Ltd.; ONEX Debt Opportunity FD Ltd.; OW Funding Ltd.; Pension Inv Committee of GM for GM Employees Domestic Group Pension Trust; Phoenix Edge Series Fund Phoenix Multi Sector Short Term Bond Series; Phoenix Edge SRS-Multi-Sector Fixed Income Series; Pimco 1464 – Freescale Semiconductor Inc. Retirement Savings; Pimco 1641 – Sierra Pacific Resources Defined Ben Mstr Tr; Pimco2244 – Virginia Retirement System; Pimco2496 – Fltg Rt Inc FD; Pimco2497 – Fltg Rt Strt FD; Pimco2603 – Red River HYPI LP; Pimco3813 – Pimco Cayman Bank Loan Fund; Pimco400 – Stocks Plus Sub Fund B LLC; Pimco6819 Portola CLO Ltd.; Pimco700 – FD TOT RTN FD; Pimco706 – Private High Yield Portfolio; Pimco Fairway Loan Funding Company; Pimco – St. Luke Episcopal Health System Foundation; Plumbers & Pipefitters National Pension Fund; PNC Financial Services Group, Inc.; Portola CLO Ltd.; Primus CLO I Ltd.; Primus CLO II Ltd.; Princeton Rosedale CLO II Ltd.; Putnam 29X-Funds Trust Floating Rate Income Fund; Pyramis Floating Rate High Income Commingled Pool; Pyramis Hi Yld BD Comngl Pool; Pyramis High Yield Fund LLC; R3 Capital Partners Master LP; Race Point II CLO; Race Point III CLO; Race Point IV CLO Ltd.; Raytheon MPT – Logan Floating Rate Portfolio; Raytheon MPT – Logan Mid Grade Portfolio; RBC Dexia Investor Services Trust as Trustee for GM Canada Foreign Trust; Reams – Agility Global Fixed Income Master Fund LP; Reams – American President Lines Ltd.; Reams – Baltimore County Retirement; Reams – Bill & Melinda Gates Foundation; Reams – Bill & Melinda Gates Foundation Trust; Reams Board of Fire & Police Pension Commissioners of the City of Los Angeles; Reams – Board of Pen Presbyterian Church; Reams – Building Trades United Pension Trust; Reams – Carpenters Pension Fund of Illinois; Reams – Carpenters Pension Fund of Illinois Pension Plan; Reams Chicago Park District; Reams Children's Hospital Fund; Reams – Children's Hospital Philadelphia; Reams City of Milwaukee Retirement System; Reams City of Montgomery Alabama :

Employee's Retirement System; Reams City of Montgomery Retirement System; Reams City of Oakland Police; Reams – Columbus Extended Market Fund LLC; Reams – Connecticut General Life Insurance Company; Reams - Cummins Inc. & Affiliates Collective Investment Trust; Reams – Duchossois Ind Inc.; Reams – Eight District Electrical Pension Fund; Reams – Emerson Electric; Reams – Emerson Electric Company Retirement Master Trust; Reams – Employes' Retirement System of the City of Milwaukee; Reams – Employees' Retirement System of Baltimore County; Reams – Frontegra Columbus Core Plus Fund; Reams – Goldman Core Plus Fixed; Reams – Halliburton Company; Reams – Halliburton Company Employee Benefit Master Trust; Reams – Health Care Foundation of Greater Kansas City; Reams - ILWU/PMA; Reams – ILWU/PMA Pension Plan; Reams Indiana State Police; Reams Indiana State Police Pension Fund; Reams Indiana State Police Pension Trust; Reams Indiana State Teachers Retirement Fund; Reams – Indiana University; Reams – Inter Local Pension Fund of the Graphic Comm. International Brotherhood of Teamsters; Reams Kraft Foods Global, Inc.; Reams – Kraft Foods Master Retirement Trust; Reams – LA Fire & Police; Reams - Labcorp Cash Balance Retirement Fund; Reams – Laboratory Corp. of America Holdings; Reams Louisiana Carpenters Regional Council Pension Trust Fund; Reams - Master Trust Pursuant to the Retirement Plans of APL Ltd. & Subsidiaries; Reams – Montana Board of Investments; Reams Municipal Employee Retirement System of Michigan; Reams – Parkview Memorial Health; Reams – Prudential Retirement Insurance & Annuity Company; Reams – Reichhold, Inc.; Reams – Retirement Board of the Park Employees Annuity & Benefit Fund; Reams – Rotary International Foundation; Reams – San Diego Foundation; Reams – Santa Barbara County; Reams – Santa Barbara County Employees' Retirement System; Reams – Seattle City Employee's Retirement System; Reams – Sonoma County Employees Retirement Association; Reams – St Indiana Major Moves; Reams – St. Luke Episcopal Health System Foundation; Reams – State of Indiana Major Moves Construction Fund; Reams – The Mather Foundation Core Plus; Reams – The Rotary Foundation; Reams Trustees of :

Indiana University; Reams – Trustees of Purdue :
University; Reams Unconstrained Bond Fund LLC; :
Reams – University of Kentucky; Reams – Ventura :
County Employees' Retirement Association; :
Reichhold; RGA Reinsurance Company; Russell :
Investment Company PLC – The Global Strategic :
Yield Fund; Russell Strategic Bond Fund; Sanford :
Bernstein II Interm DU; Sanford C. Bernstein Fund, :
Inc. - Intermediate Duration Portfolio; Sankaty High :
Yield Partners III LP; Santa Barbara County; Seattle :
City Employees' Retirement System; Secondary Loan :
& Distressed; Security Investors-Security Income :
Fund-High Yield Series; SEI Institutional Managed :
Trust's Core Fixed Income; Senior Income Trust; SF-3 :
Segregated Portfolio; SFR Ltd.; Shinnecock CLO II :
Ltd.; Silverado CLO 2006-1 Ltd.; Solus Core :
Opportunities Master Fund Ltd.; Spiret IV Loan Trust :
2003 B; SRI Fund LP; SSS Funding II, LLC; State of :
Connecticut; State of Indiana Major Moves; Stichting :
Bedrijfstakpensioenfonds Voor De Metalektro; :
Stichting Depositary APG Fixed Income Credits Pool; :
Stichting Pensioenfonds ABP; Stichting Pensioenfonds :
van de Metalektro; Stichting Pensionfonds Me; Stoney :
Lane Funding I Ltd.; Taconic Capital Partners 1 5 LP; :
Taconic Market Dislocation Fund II LP; Taconic :
Market Dislocation Master Fund II LP; Taconic :
Opportunity Fund LP; Talon Total Return Partners LP; :
Talon Total Return QP Partners LP; TCW High :
Income Partners Ltd.; TCW Illinois State Board of :
Investment; TCW-Park Avenue Loan Trust; TCW :
Senior Secured Floating Rate Loan Fund LP; TCW :
Senior Secured Loan Fund LP; TCW Velocity CLO; :
Teachers' Retirement System of the State of Illinois; :
Texas County & District Ret System; The Assets :
Management Committee of the Coca-Cola Company :
Master Retirement Trust; The Children's Hospital :
Foundation; The Duchossois Group Inc.; The Galaxite :
Master Unit Trust; The Hartford Mutual Funds, Inc. - :
The Hartford Floating Rate Fund; The Mather :
Foundation; The Royal Bank of Scotland PLC New :
York Branch; Thrivent Financial for Lutherans; :
Thrivent High Yield Fund; Thrivent High Yield :
Portfolio; Thrivent Income Fund; Thrivent Series :
Fund, Inc. – Income Portfolio; TMCT II LLC; :
Transamerica Series Trust; Trilogy Portfolio Company :
LLC; TRS SVCO LLC; Twin Lake Total Return :

Partners LP; Twin Lake Total Return Partners QP LP; UMC Benefit Board, Inc.; Velocity CLO Ltd.; Virtus Multi Sector Fixed Income Fund; Virtus Multisector Short Term Bond Fund; Virtus Senior Floating Rate Fund; Vitesse CLO Ltd.; Vulcan Ventures Inc.; WAMCO 176 – Virginia Supplemental Retirement System; WAMCO 2357 – Legg Mason Partners Capital & Income Fund; WAMCO 3023 – Virginia Retirement Systems Bank Loan Portfolio; WAMCO 3073 – John Hancock Trust Floating Rate Income Trust; WAMCO 3074 – John Hancock Fund II - Floating Rate Income Fund; WAMCO – 3131 – Raytheon Master Pension Master Trust; WAMCO Mt Wilson CLO Ltd.; WAMCO Western Asset Floating Rate High Income Fund LLC; Wells – 13702900; Wells – 14945000; Wells & Company Master Pension Trust: DBA Wells Capital Management - 12222133; Wells Cap Mgmt – 13923601; Wells Capital Management 16017000; Wells Capital Management 16959700; Wells Capital Management 16959701; Wells Capital Management 18866500; Wells Fargo Advantage Income Funds: Income Plus Fund; Wells Fargo Advantage Income Opportunities Fund; Wells Fargo Advantage Multi-Sector Income Fund; Wells Fargo Advantage Utilities & High Income Fund; Wells – Los Angeles Dept. of Water & Power Employees Retire Disability; West Bend Mutual Insurance Company; Wexford Catalyst Investors; Wexford Spectrum Investors LLC; JOHN DOE NOS. 1-100; and JOHN DOE, INC. NOS. 1-100, :

Defendants. :

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**FIRST AMENDED ADVERSARY COMPLAINT
FOR (1) AVOIDANCE OF UNPERFECTED LIEN,
(2) AVOIDANCE AND RECOVERY OF POSTPETITION
TRANSFERS, (3) AVOIDANCE AND RECOVERY OF PREFERENTIAL
PAYMENTS, AND (4) DISALLOWANCE OF CLAIMS BY DEFENDANTS**

TO: THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

The Motors Liquidation Company Avoidance Action Trust ("**Trust**"), by and through Wilmington Trust Company, solely in its capacity as the trust administrator and trustee ("**Trust**

Administrator" or "**Plaintiff**"), through its attorneys Dickstein Shapiro LLP, pursuant to standing and authority granted by Orders of this Court, hereby amends the complaint filed on July 31, 2009 in this action, brings this first amended complaint (the "**Complaint**"), and alleges, upon information and belief, as follows against Defendants (as herein defined):

JURISDICTION AND VENUE

1. This action is brought pursuant to Rule 7001 *et seq*. of the Federal Rules of Bankruptcy Procedure to seek relief in accordance with 11 U.S.C. §§ 105, 502, 544, 545, 547, 549, 550, 551, and 1107 and other applicable law.

2. This adversary proceeding arises out of and relates to the above-captioned Chapter 11 cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter constitutes a "core" proceeding within the meaning of 28 U.S.C. §§ 157(b)(1) and 157(b)(2)(A), (B), and (O).

4. Pursuant to Rule 7008-1 of the Local Bankruptcy Rules for the Southern District of New York, Plaintiff consents to entry of final orders or judgment by the Bankruptcy Court if it is determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgment consistent with Article III of the United States Constitution.

5. Venue is proper in this Court pursuant to 28 U.S.C. § 1409(a), as this adversary proceeding arises under Title 11 or arises under or relates to a case under Title 11 of the United States Code (the "**Bankruptcy Code**") which is pending in this district.

PARTIES

6. Motors Liquidation Company f/k/a General Motors Corporation and certain of its subsidiaries (collectively, the "**Debtors**") filed voluntary petitions for relief under Chapter 11 of

the Bankruptcy Code on June 1, 2009 (the "**Petition Date**"), in the United States Bankruptcy Court for the Southern District of New York.

7. On June 3, 2009, the Office of the United States Trustee for the Southern District of New York appointed the Official Committee of Unsecured Creditors of Motors Liquidation Company f/k/a General Motors Corporation (the "**Committee**"), pursuant to Section 1102 of the Bankruptcy Code.

8. The Committee was granted both standing and authority, pursuant to paragraph 19(d) of the *Final Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Post-Petition Financing Pursuant Thereto, (B) Granting Related Liens and Super-Priority Status, (C) Authorizing the Use of Cash Collateral and (D) Granting Adequate Protection to Certain Pre-Petition Secured Parties* dated June 25, 2009 (the "**DIP Order**"), to pursue claims challenging, *inter alia*, the security interest of lenders to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (as amended, the "**Term Loan Agreement**").

9. Before filing this action in July 2009, the Committee, in a diligent attempt to properly identify all possible Defendants: (i) asked counsel to JPMorgan Chase Bank, N.A. ("**JPMorgan**"), the administrative agent under the Term Loan Agreement, for a list of all lenders under the Term Loan Agreement or other entities that received payments under the loan, (ii) reviewed the Term Loan Agreement, (iii) reviewed annex B and annex C attached to the *Application of the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) for Authority to Employ Weil, Gotshal & Manges LLP as Attorneys for the Debtors, Nunc Pro Tunc to the Commencement Date*, dated as of June 12, 2009, (iv) reviewed a list of

lenders pursuant to the Term Loan Agreement provided by Debtors' counsel, and (v) performed internet research.

10. Before filing this amended Complaint in May 2015, Plaintiff made further diligent attempts to correctly identify all proper Defendants to this action by: (i) asking counsel to JPMorgan for a list identifying the names and addresses of all entities that received payments under the Term Loan Agreement, (ii) reviewing documents produced in the course of discovery, and (iii) researching publicly available information.

11. In those circumstances where Plaintiff could not corroborate the correct Defendant name, Plaintiff has alleged the identity of the Defendant as best it can given the available information. Plaintiff will continue its efforts, including through discovery, to obtain additional information necessary to correctly identify all Defendants.

12. On March 18, 2011, the Bankruptcy Court entered an order (the "**Confirmation Order**") confirming the *Debtors' Second Amended Joint Chapter 11 Plan* (the "**Plan**"), Bankr. Dkt. No. 9836. The Plan provided, among other things, for the creation of the Trust to hold and administer certain assets, including the above-captioned action (the "**Term Loan Avoidance Action**").

13. On or about December 15, 2011, pursuant to the Plan, the Confirmation Order, and the agreement establishing the Trust (the "**Trust Agreement**"), the Debtors transferred the Term Loan Avoidance Action to the Trust.

14. Pursuant to the Plan, the Confirmation Order and the Trust Agreement, the Trust Administrator has, among other things, the power and authority to prosecute and resolve the Term Loan Avoidance Action.

15. Advent Global Opportunity Master Fund is an entity that received a transfer made under the Term Loan Agreement.

16. Aegon/Transamerica Series Trust MFS Highyield is an entity that received a transfer made under the Term Loan Agreement. Aegon/Transamerica Series Trust MFS Highyield changed its name to Transamerica Series Trust.

17. Alticor Inc. is an entity that received a transfer made under the Term Loan Agreement.

18. American International Group, Inc. is an entity that received a transfer made under the Term Loan Agreement.

19. APG Fixed Income Credits Pool is an entity that received a transfer made under the Term Loan Agreement.

20. APG Investments US Inc. A/C Stichting Pensionfonds ABP is an entity that received a transfer made under the Term Loan Agreement.

21. AR Mountain Range LLC is an entity that received a transfer made under the Term Loan Agreement.

22. Arch Reinsurance Ltd. is an entity that received a transfer made under the Term Loan Agreement.

23. Ares IIIR IVR CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

24. Ares VR CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

25. Ares VIR CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

26. Ares VIII CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

27. Ares IX CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

28. Ares XI CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

29. Ares Enhanced Cr Opp Fd Ltd. is an entity that received a transfer made under the Term Loan Agreement.

30. Ares Enhanced LN INV III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

31. Ares Enhanced LN INV IR is an entity that received a transfer made under the Term Loan Agreement.

32. Arnhold-Houston Police Officers' Pension System is an entity that received a transfer made under the Term Loan Agreement.

33. Arrowgrass Master Fund Ltd. is an entity that received a transfer made under the Term Loan Agreement.

34. Atrium IV is an entity that received a transfer made under the Term Loan Agreement.

35. Atrium V is an entity that received a transfer made under the Term Loan Agreement.

36. Avenue CLO V, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

37. Avery Point CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

38. Ballyrock CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

39. Ballyrock CLO III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

40. Ballyrock CLO 2006-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

41. Ballyrock CLO 2006-2 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

42. Baltic Funding LLC is an entity that received a transfer made under the Term Loan Agreement.

43. Bank of America, N.A. is an entity that received a transfer made under the Term Loan Agreement.

44. Barclays Bank PLC is an entity that received a transfer made under the Term Loan Agreement.

45. BBT Fund LP is an entity that received a transfer made under the Term Loan Agreement.

46. Bechtel Trust & Thrift Plan Becon Trust & Thrift Plan is an entity that received a transfer made under the Term Loan Agreement.

47. Big Sky III Senior Loan Trust is an entity that received a transfer made under the Term Loan Agreement.

48. Bismarck CBNA Loan Funding LLC is an entity that received a transfer made under the Term Loan Agreement.

49. Black Diamond CLO 2005-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

50. Black Diamond CLO 2005-2 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

51. Black Diamond CLO 2006-1 Cayman Ltd. is an entity that received a transfer made under the Term Loan Agreement.

52. Black Diamond International Funding Ltd. is an entity that received a transfer made under the Term Loan Agreement.

53. Black Diamond Offshore Ltd. is an entity that received a transfer made under the Term Loan Agreement.

54. BlackRock California State Teachers Retirement System is an entity that received a transfer made under the Term Loan Agreement.

55. BlackRock Corporate High Yield Fund, Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock Corporate High Yield Fund, Inc. was formerly known as BlackRock Corporate High Yield Fund VI, Inc.

56. BlackRock Corporate High Yield Fund III Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock Corporate High Yield Fund III Inc. closed and the assets of the fund were transferred to BlackRock Corporate High Yield Fund VI, Inc., which subsequently changed its name to BlackRock Corporate High Yield Fund, Inc.

57. BlackRock Corporate High Yield Fund V, Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock Corporate High Yield Fund V Inc. closed

and the assets of the fund were transferred to BlackRock Corporate High Yield Fund VI, Inc., which subsequently changed its name to BlackRock Corporate High Yield Fund, Inc.

58. BlackRock Corporate High Yield Fund VI, Inc. is an entity that held received a transfer made under the Term Loan Agreement. BlackRock Corporate High Yield Fund VI, Inc. changed its name to BlackRock Corporate High Yield Fund, Inc. BlackRock Corporate High Yield Fund VI, Inc. received as transferee the assets of: (1) BlackRock High Yield Trust, (2) BlackRock Corporate High Yield Fund III Inc., and (3) BlackRock Corporate High Yield Fund V, Inc.

59. BlackRock Debt Strategies Fund, Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock Debt Strategies Fund, Inc. acquired: (1) BlackRock Senior High Income Fund, Inc. and (2) BlackRock Strategic Bond Trust.

60. BlackRock Diversified Income Strategies Fund, Inc. is an entity that received a transfer made under the Term Loan Agreement.

61. BlackRock Employees' Retirement Fund of the City of Dallas is an entity that received a transfer made under the Term Loan Agreement.

62. BlackRock Floating Rate Income Strategies Fund Inc. is an entity that received a transfer made under the Term Loan Agreement.

63. BlackRock Funds II – High Yield Bond Portfolio is a successor to one or more entities that received a transfer made under the Term Loan Agreement. BlackRock Funds II – High Yield Bond Portfolio acquired: (1) BlackRock Funds High Yield Bond Portfolio, (2) BlackRock High Income Fund of BlackRockbond Fund Inc. and (3) BlackRock Managed Account Series High Income Portfolio.

64. BlackRock Funds High Yield Bond Portfolio is an entity that received a transfer made under the Term Loan Agreement. BlackRock Funds High Yield Bond Portfolio has been acquired by BlackRock Funds II – High Yield Bond Portfolio.

65. BlackRock Global Investment Series: Income Strategies Portfolio is an entity that received a transfer made under the Term Loan Agreement.

66. BlackRock GSAM Goldman Core Plus Fixed Income Fund is an entity that received a transfer made under the Term Loan Agreement.

67. BlackRock High Income Fund of Blackrockbond Fund Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock High Income Fund of Blackrockbond Fund Inc. was acquired by BlackRock Funds II – High Yield Bond Portfolio.

68. BlackRock High Income Shares is an entity that received a transfer made under the Term Loan Agreement.

69. BlackRock High Yield Trust is an entity that received a transfer made under the Term Loan Agreement. BlackRock High Yield Trust was closed and transferred its assets into BlackRock Corporate High Yield Fund VI, Inc., which subsequently changed its name to BlackRock Corporate High Yield Fund, Inc.

70. BlackRock-Lockheed Martin Corp Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement.

71. BlackRock Managed Account Series High Income Portfolio is an entity that received a transfer made under the Term Loan Agreement. BlackRock Managed Account Series High Income Portfolio was acquired by BlackRock Funds II – High Yield Bond Portfolio.

72. BlackRock Met Investors Series Trust High Yield Portfolio is an entity that received a transfer made under the Term Loan Agreement.

73. BlackRock Multi Strategy Sub-Trust C is an entity that received a transfer made under the Term Loan Agreement.

74. BlackRock Senior High Income Fund Inc. is an entity that received a transfer made under the Term Loan Agreement. BlackRock Senior High Income Fund Inc. was acquired by BlackRock Debt Strategies Fund, Inc.

75. BlackRock Senior Income Series II is an entity that received a transfer made under the Term Loan Agreement.

76. BlackRock Senior Income Series IV is an entity that received a transfer made under the Term Loan Agreement.

77. BlackRock Strategic Bond Trust is an entity that received a transfer made under the Term Loan Agreement. BlackRock Strategic Bond Trust was acquired by BlackRock Debt Strategies Fund, Inc.

78. BTG Pactual Chile S.A. Administradora General De Fondos is an entity that received a transfer made under the Term Loan Agreement. BTG Pactual Chile S.A. Administradora General De Fondos was formerly known as Celfin Capital S.A. Administradora General de Fondos para Ultra Fondo de Inversion

79. CAI Distressed Debt Opportunity Master Fund, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

80. California State Teachers' Retirement System is an entity that received a transfer made under the Term Loan Agreement.

81. Canadian Imperial Bank of Commerce is an entity that received a transfer made under the Term Loan Agreement.

82. Canyon Capital CDO 2002-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

83. Cap Fund LP is an entity that received a transfer made under the Term Loan Agreement.

84. Capital Research-American High Income Trust is an entity that received a transfer made under the Term Loan Agreement.

85. Carbonado LLC is an entity that held received a transfer made under the Term Loan Agreement.

86. Carlyle High Yield Par IX Ltd. is an entity that held received a transfer made under the Term Loan Agreement.

87. Carlyle High Yield Partners 2008-1, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

88. Castle Garden Funding is an entity that received a transfer made under the Term Loan Agreement.

89. Caterpillar Inc. Master Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

90. CCP Credit Acquisition Holding is an entity that received a transfer made under the Term Loan Agreement.

91. Celfin Capital S.A. Adm. General de Fondos para Ultra Fondo de Inversion is an entity that received a transfer made under the Term Loan Agreement. Celfin Capital S.A. Adm. General de Fondos para Ultra Fondo de Inversion changed its name to BTG Pactual Chile S.A. Administradora General De Fondos.

92. Chatham Light II CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

93. Chrysler LLC Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement. Chrysler LLC Master Retirement Trust was formerly known as DaimlerChrysler Corporation Master Retirement Trust. DaimlerChrysler Corporation Master Retirement Trust may or was known at times as Oaktree- DaimlerChrysler Corporation Master Retirement Trust.

94. Citibank, N.A. is an entity that received a transfer made under the Term Loan Agreement.

95. Citigroup Financial Products Inc. is an entity that received a transfer made under the Term Loan Agreement.

96. City of Milwaukee Employees Retirement System is an entity that received a transfer made under the Term Loan Agreement.

97. City of Milwaukee Retirement System is an entity that received a transfer made under the Term Loan Agreement.

98. City of Oakland Police & Fire Retirement System is an entity that received a transfer made under the Term Loan Agreement.

99. Classic Cayman B D Ltd. is an entity that received a transfer made under the Term Loan Agreement.

100. CMFG Life Insurance Company is an entity that received a transfer made under the Term Loan Agreement. CMFG Life Insurance Company was formerly known as Cuna Mutual Insurance Society.

101. Coca Cola Co Ret & MSTR Tr is an entity that received a transfer made under the Term Loan Agreement.

102. Continental Casualty Company is an entity that received a transfer made under the Term Loan Agreement.

103. Credit Suisse Loan Funding LLC is an entity that received a transfer made under the Term Loan Agreement.

104. Credit Suisse Syndicated Loan Fund is an entity that received a transfer made under the Term Loan Agreement.

105. Crescent Senior Secured Floating Rate Loan Fund, LLC is an entity that received a transfer made under the Term Loan Agreement. Crescent Senior Secured Floating Rate Loan Fund, LLC was formerly known as TCW Senior Secured Floating Rate Loan Fund LP.

106. Cuna Mutual Insurance Society is an entity that received a transfer made under the Term Loan Agreement. Cuna Mutual Insurance Society changed its name to CMFG Life Insurance Company.

107. Cypress Tree International Loan Holding Company is an entity that received a transfer made under the Term Loan Agreement.

108. DDJ - JC Penny Pension Plan Trust is an entity that received a transfer made under the Term Loan Agreement.

109. DDJ - Multi-Style, Multi-Manager Funds Plc - Global Strategic Yield Fund is an entity that received a transfer made under the Term Loan Agreement. Multi-Style, Multi-Manager Funds Plc - Global Strategic Yield Fund was acquired by Russell Investment Company Plc - The Global Strategic Yield Fund.

110. DDJ - Stichting Pensioenfonds Hoogovens is an entity that received a transfer made under the Term Loan Agreement.

111. DDJ Cap - Caterpillar Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement.

112. DDJ Cap MGMT – Stichting Bewaarder Interpolis Pensioenen is an entity that received a transfer made under the Term Loan Agreement.

113. DDJ Capital Mgt Group Tr is an entity that received a transfer made under the Term Loan Agreement.

114. DDJ High Yield Fund is an entity that received a transfer made under the Term Loan Agreement.

115. DE-SEI Institutional Investment Trust – High Yield Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

116. DE-SEI Institutional Managed Trust – High Yield Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

117. Debello Investors LLC is an entity that received a transfer made under the Term Loan Agreement.

118. Delaware Delchester Fund is an entity that received a transfer made under the Term Loan Agreement.

119. Delaware Diversified Income Fund is an entity that received a transfer made under the Term Loan Agreement.

120. Delaware Diversified Income Trust is an entity that received a transfer made under the Term Loan Agreement.

121. Delaware Enhanced Global Dividend & Income Fund is an entity that received a transfer made under the Term Loan Agreement. Delaware Enhanced Global Dividend & Income Fund acquired Delaware Investments Global Dividend & Income Fund.

122. Delaware Extended Duration Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

123. Delaware Group Equity V Inc. Dividend Income Fund is an entity that received a transfer made under the Term Loan Agreement.

124. Delaware Group Government Fund Core Plus Fund is an entity that received a transfer made under the Term Loan Agreement.

125. Delaware Group Inc. Fund Inc. Corporate Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

126. Delaware Group Income Funds - Delaware High Yield Opportunities Fund is an entity that received a transfer made under the Term Loan Agreement.

127. Delaware Investments Dividend & Income Fund Inc. is an entity that received a transfer made under the Term Loan Agreement.

128. Delaware Investments Global Dividend & Income Fund is an entity that received a transfer made under the Term Loan Agreement. Delaware Investments Global Dividend & Income Fund Inc. was acquired by Delaware Enhanced Global Dividend & Income Fund.

129. Delaware – LVIP Delaware Bond Fund is an entity that received a transfer under the Term Loan Agreement.

130. Delaware Optimum Fixed Income Fund is an entity that received a transfer made under the Term Loan Agreement.

131. Delaware Pooled Trust – Core Plus Fixed Income Portfolio is an entity that received a transfer made under the Term Loan Agreement.

132. Delaware Pooled Trust – High Yield Bond Portfolio is an entity that received a transfer made under the Term Loan Agreement.

133. Delaware PSEG Nuclear LLC Master Decommissioning Trust is an entity that received a transfer made under the Term Loan Agreement.

134. Delaware-SEI Institutional Investment Trust-High Yield Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

135. Delaware-SEI Institutional Managed Trust-High Yield Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

136. Delaware VIP Trust Diversified Income Series is an entity that received a transfer made under the Term Loan Agreement.

137. Delaware VIP Trust High Yield Series is an entity that received a transfer made under the Term Loan Agreement.

138. Deutsche Bank AG is an entity that received a transfer made under the Term Loan Agreement.

139. Deutsche Bank AG Cayman Island Branch is an entity that received a transfer made under the Term Loan Agreement.

140. Diamond Springs Trading LLC is an entity that received a transfer made under the Term Loan Agreement.

141. Double Black Diamond Offshore Ltd. is an entity that received a transfer made under the Term Loan Agreement.

142. Eaton Vance CDO VIII Ltd. is an entity that received a transfer made under the Term Loan Agreement.

143. Eaton Vance CDO IX Ltd. is an entity that received a transfer made under the Term Loan Agreement.

144. Eaton Vance CDO X PLC is an entity that received a transfer made under the Term Loan Agreement.

145. Eaton Vance Floating Rate Income Trust is an entity that received a transfer made under the Term Loan Agreement.

146. Eaton Vance Grayson & Co. is an entity that received a transfer made under the Term Loan Agreement.

147. Eaton Vance Institutional Senior Loan Fund is an entity that received a transfer made under the Term Loan Agreement.

148. Eaton Vance International (Cayman Islands) Funds Ltd. – Floating-Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement. Eaton Vance International (Cayman Islands) Funds Ltd. – Floating-Rate Income Fund was formerly known as Eaton Vance Medallion Floating Rate Income Portfolio.

149. Eaton Vance Limited Duration Income Fund is an entity that received a transfer made under the Term Loan Agreement.

150. Eaton Vance Loan Opportunities Fund, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

151. Eaton Vance Medallion Floating Rate Income Portfolio is an entity that received a transfer made under the Term Loan Agreement. Eaton Vance Medallion Floating Rate Income

Portfolio changed its name to Eaton Vance International (Cayman Islands) Funds Ltd. – Floating-Rate Income Fund.

152. Eaton Vance Senior Debt Portfolio is an entity that received a transfer made under the Term Loan Agreement.

153. Eaton Vance Senior Floating Rate Trust is an entity that received a transfer made under the Term Loan Agreement.

154. Eaton Vance Senior Income Trust is an entity that received a transfer made under the Term Loan Agreement.

155. Eaton Vance Short Duration Diversified Income Fund is an entity that received a transfer made under the Term Loan Agreement.

156. Eaton Vance Variable Trust Floating Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement.

157. Employees Retirement Fund of the City of Dallas is an entity that received a transfer made under the Term Loan Agreement.

158. Employers Insurance Company of WAUSAU is an entity that received a transfer made under the Term Loan Agreement.

159. Evergreen Core Plus Bond Fund is an entity that received a transfer made under the Term Loan Agreement. Evergreen Core Plus Bond Fund was acquired by Wells Fargo Advantage Income Funds: Income Plus Fund.

160. Evergreen High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

161. Evergreen High Yield Bond Trust is an entity that received a transfer made under the Term Loan Agreement.

162. Evergreen Income Advantage Fund is an entity that received a transfer made under the Term Loan Agreement. Evergreen Income Advantage Fund changed its name to Wells Fargo Advantage Income Opportunities Fund.

163. Evergreen Multi Sector Income Fund f/k/a Evergreen Managed Income Fund is an entity that received a transfer made under the Term Loan Agreement. Evergreen Multi Sector Income Fund f/k/a Evergreen Managed Income Fund changed its name to Wells Fargo Advantage Multi-Sector Income Fund.

164. Evergreen Utilities & High Income Fund is an entity that received a transfer made under the Term Loan Agreement. Evergreen Utilities & High Income Fund changed its name to Wells Fargo Advantage Utilities & High Income Fund.

165. Evergreen VA High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

166. Fairview Funding LLC is an entity that received a transfer made under the Term Loan Agreement.

167. Fairway Loan Funding Company is an entity that received a transfer made under the Term Loan Agreement.

168. Fidelity Advisor Series I – Advisor Floating Rate High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

169. Fidelity Advisor Series I – Advisor High Income Advantage Fund is an entity that received a transfer made under the Term Loan Agreement.

170. Fidelity Advisor Series I – Fidelity Advisor High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

171. Fidelity Advisor Series II – Advisor Strategic Income Fund is an entity that received a transfer made under the Term Loan Agreement.

172. Fidelity American High Yield Fund is an entity that received a transfer made under the Term Loan Agreement.

173. Fidelity – Arizona State Retirement System is an entity that received a transfer made under the Term Loan Agreement.

174. Fidelity Ballyrock CLO II is an entity that received a transfer made under the Term Loan Agreement.

175. Fidelity Ballyrock CLO III is an entity that received a transfer made under the Term Loan Agreement.

176. Fidelity Canadian Assett All is an entity that received a transfer made under the Term Loan Agreement.

177. Fidelity Cen Inv-Hi Inc PF I is an entity that received a transfer made under the Term Loan Agreement.

178. Fidelity Central Investment Portfolios LLC Fidelity Floating Rate is an entity that received a transfer made under the Term Loan Agreement.

179. Fidelity Central Investment Portfolios LLC Fidelity High Income Central Fund 2 is an entity that received a transfer made under the Term Loan Agreement.

180. Fidelity Illinois Muni Ret Fd is an entity that received a transfer made under the Term Loan Agreement.

181. Fidelity Income Fund – Fidelity Total Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

182. Fidelity Puritan Trust – Puritan Fund is an entity that received a transfer made under the Term Loan Agreement.

183. Fidelity School Street Trust-Strategic Income Fund is an entity that received a transfer made under the Term Loan Agreement.

184. Fidelity Summer Street Trust-Capital & Income Fund is an entity that received a transfer made under the Term Loan Agreement.

185. Fidelity Summer Street Trust-High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

186. Fidelity TR-IG Invst Mgmt Ltd. is an entity that received a transfer made under the Term Loan Agreement.

187. Fidelity Variable Insurance Products V Strategic Income Portfolio is an entity that received a transfer made under the Term Loan Agreement.

188. Fidelity VIP FD Hi Inc PF is an entity that received a transfer made under the Term Loan Agreement.

189. First Trust/Four Corners Senior Floating Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement.

190. First Trust Four Corners Senior Floating Rate Income Fund II is an entity that received a transfer made under the Term Loan Agreement.

191. Foothill CLO I, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

192. Foothill Group Inc. is an entity that received a transfer made under the Term Loan Agreement.

193. Fortress Credit Investments I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

194. Fortress Credit Investments II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

195. Four Corners CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

196. Four Corners CLO III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

197. General Electric Capital Corporation is an entity that received a transfer made under the Term Loan Agreement.

198. General Electric Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

199. Genesis CLO 2007-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

200. Genesis CLO 2007-2 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

201. Global Investment Grade Credit Fund is an entity that received a transfer made under the Term Loan Agreement.

202. GMAM Investment Funds Trust is an entity that received a transfer made under the Term Loan Agreement.

203. Golden Knight II CLO, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

204. Goldentree Loan Opportunities III, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

205. Goldentree Loan Opportunities IV, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

206. Goldman Sachs – ABS Loans 2007 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

207. Goldman Sachs Lending Partners LLC is an entity that received a transfer made under the Term Loan Agreement.

208. GPC 69 LLC is an entity that received a transfer made under the Term Loan Agreement.

209. Gracie Credit Opportunities Master Fund LP is an entity that received a transfer made under the Term Loan Agreement.

210. Grand Central Asset TR SIL is an entity that received a transfer made under the Term Loan Agreement.

211. Grand Central Asset Trust Wam Series is an entity that received a transfer made under the Term Loan Agreement.

212. Grayson & Co. is an entity that received a transfer made under the Term Loan Agreement.

213. Guggenheim Portfolio Co X LLC is an entity that received a transfer made under the Term Loan Agreement.

214. Gulf Stream Compass CLO 2003-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

215. Gulf Stream – Compass CLO 2007 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

216. Gulf Stream – Sextant CLO 2007-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

217. Harch CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

218. Harch CLO III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

219. Health Care Foundation of Greater Kansas City is an entity that received a transfer made under the Term Loan Agreement.

220. Hewett's Island CLO IV is an entity that received a transfer made under the Term Loan Agreement.

221. Hewett's Island CLO V Ltd. is an entity that received a transfer made under the Term Loan Agreement.

222. Hewett's Island CLO VI Ltd. is an entity that received a transfer made under the Term Loan Agreement.

223. Hewlett-Packard Company is an entity that received a transfer made under the Term Loan Agreement.

224. HFR RVA Opal Master Trust is an entity that received a transfer made under the Term Loan Agreement.

225. High Yield Variable Account is an entity that received a transfer made under the Term Loan Agreement.

226. Highland Credit Opportunities CDO, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

227. Highland Floating Rate Fund is an entity that received a transfer made under the Term Loan Agreement.

228. Highland – PAC SEL FD FLTG RT LN is an entity that received a transfer made under the Term Loan Agreement.

229. Himco Fltg RT FD is an entity that received a transfer made under the Term Loan Agreement.

230. Illinois Municipal Retirement Fund is an entity that received a transfer made under the Term Loan Agreement.

231. Indiana University is an entity that received a transfer made under the Term Loan Agreement.

232. Iowa Public Employees Retirement System is an entity that received a transfer made under the Term Loan Agreement.

233. Ivy Fund Inc.-High Income Fund is an entity that received a transfer made under the Term Loan Agreement. Ivy Fund Inc.-High Income Fund changed its name to Ivy Funds-Ivy High Income Fund.

234. Ivy Funds-Ivy High Income Fund is an entity that received a transfer made under the Term Loan Agreement. Ivy Funds-Ivy High Income Fund was formerly known as Ivy Fund Inc.-High Income Fund.

235. Janus Adviser Floating Rate Hi is an entity that received a transfer made under the Term Loan Agreement.

236. Jasper Funding is an entity that received a transfer made under the Term Loan Agreement.

237. Jersey Street CLO, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

238. J.P. Morgan Whitefriars Inc. is an entity that received a transfer made under the Term Loan Agreement.

239. JPMorgan is an entity that received a transfer made under the Term Loan Agreement.

240. JPMCB - Secondary Loan & Distressed Credit Trading is an entity that received a transfer made under the Term Loan Agreement.

241. Katonah 2007-1 CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

242. Katonah III, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

243. Katonah IV Ltd. is an entity that received a transfer made under the Term Loan Agreement.

244. Kraft Foods Global Inc. is an entity that received a transfer made under the Term Loan Agreement.

245. Kynikos Opportunity Fund II LP is an entity that received a transfer made under the Term Loan Agreement.

246. Kynikos Opportunity Fund International Ltd. is an entity that received a transfer made under the Term Loan Agreement.

247. Kynikos Opportunity Fund LP is an entity that received a transfer made under the Term Loan Agreement.

248. L3-Lincoln Variable Insurance Products Trust - Managed Fund is an entity that received a transfer made under the Term Loan Agreement.

249. Legg Mason ClearBridge Capital & Income Fund is an entity that received a transfer made under the Term Loan Agreement. Upon further information and belief, Legg Mason ClearBridge Capital & Income Fund was formerly known as Legg Mason Partners Capital & Income Fund. Legg Mason ClearBridge Capital & Income Fund may or was known at times as WAMCO 2357 – Legg Mason Partners Capital & Income Fund.

250. Lehman Brothers First Trust Income Opportunity Fund is an entity that received a transfer made under the Term Loan Agreement. Lehman Brothers First Trust Income Opportunity Fund changed its name to Neuberger Berman High Yield Strategies Fund.

251. Lehman GMAM Investment Funds Trust is an entity that received a transfer made under the Term Loan Agreement.

252. Lehman-Neuberger Berman-High Income Bond Fund is an entity that received a transfer made under the Term Loan Agreement. Lehman-Neuberger Berman-High Income Bond Fund changed its name to Neuberger Berman Income Funds - Neuberger Berman High Income Bond Fund.

253. Lehman Principal Investors Fund, Inc. - High Yield Fund is an entity that received a transfer made under the Term Loan Agreement.

254. Lincoln National Life Insurance Company Separate Account 12 is an entity that received a transfer made under the Term Loan Agreement.

255. Lincoln National Life WSA20 is an entity that received a transfer made under the Term Loan Agreement.

256. Loan Funding XI LLC is an entity that received a transfer made under the Term Loan Agreement.

257. Logan – Raytheon MPT – Floating Rate is an entity that received a transfer made under the Term Loan Agreement.

258. Logan – Raytheon MPT – Mid Grade Portfolio is an entity that received a transfer made under the Term Loan Agreement.

259. Logan Circle – Alameda Contra Costa Transit Retirement System is an entity that received a transfer made under the Term Loan Agreement.

260. Logan Circle – Allina Health Sys Defined Bnft Master Tr is an entity that received a transfer made under the Term Loan Agreement.

261. Logan Circle – Allina Health System Trust is an entity that received a transfer made under the Term Loan Agreement.

262. Logan Circle – Bechtel Corporation is an entity that received a transfer made under the Term Loan Agreement.

263. Logan Circle Freddie Mac Foundation Inc. is an entity that received a transfer made under the Term Loan Agreement.

264. Logan Circle – Liberty Mutual Employee Thrift Incentive Plan is an entity that received a transfer made under the Term Loan Agreement.

265. Logan Circle Peoples Energy Corporation Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

266. Logan Circle – Public Service E is an entity that received a transfer made under the Term Loan Agreement.

267. Logan Circle – Russell Inst Funds LLC – Russell Core Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

268. Logan Circle – Russell Investment Company PLC is an entity that received a transfer made under the Term Loan Agreement.

269. Logan Circle – Russell Multi-Managed Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

270. Logan Circle – Russell Strategic Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

271. Logan Circle – Sunoco Inc. Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement.

272. Logan Circle Wisconsin Public Service Corporation Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

273. Longlane Master TR IV is an entity that received a transfer made under the Term Loan Agreement.

274. Lord Abbett & Co-Teachers Re is an entity that received a transfer made under the Term Loan Agreement.

275. Lord Abbett Inv Trst-LA Hi Yld is an entity that received a transfer made under the Term Loan Agreement.

276. Lord Abbett Investment Trust – Lord Abbett Floating Rate Fund is an entity that received a transfer made under the Term Loan Agreement.

277. Louisiana Carpenters Regional Council Pension Trust Fund is an entity that received a transfer made under the Term Loan Agreement.

278. MacKay 1028 – Arkansas Public Employee Retirement System is an entity that received a transfer made under the Term Loan Agreement.

279. MacKay 8067 – Fire & Police Employee Retirement System of the City of Baltimore is an entity that received a transfer made under the Term Loan Agreement.

280. MacKay-Houston Police Officers Pension System is an entity that received a transfer made under the Term Loan Agreement.

281. MacKay New York Life Insurance Company (Guaranteed Products) is an entity that received a transfer made under the Term Loan Agreement.

282. MacKay Shields Core Plus Alpha Fund Ltd. is an entity that received a transfer made under the Term Loan Agreement.

283. MacKay Shields Short Duration Alpha Fund is an entity that received a transfer made under the Term Loan Agreement.

284. Madison Park Funding I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

285. Madison Park Funding II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

286. Madison Park Funding III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

287. Madison Park Funding IV Ltd. is an entity that received a transfer made under the Term Loan Agreement.

288. Madison Park Funding V Ltd. is an entity that received a transfer made under the Term Loan Agreement.

289. Madison Park Funding VI Ltd. is an entity that received a transfer made under the Term Loan Agreement.

290. Marathon CLO I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

291. Marathon CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

292. Marathon Financing I B V is an entity that received a transfer made under the Term Loan Agreement.

293. Mariner LDC is an entity that received a transfer made under the Term Loan Agreement.

294. Marlborough Street CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

295. Mason Capital LP is an entity that received a transfer made under the Term Loan Agreement.

296. Mason Capital Ltd. is an entity that received a transfer made under the Term Loan Agreement.

297. Mayport CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

298. McDonnell Illinois State Board of Investment is an entity that received a transfer made under the Term Loan Agreement.

299. Meritage Fund Ltd. is an entity that received a transfer made under the Term Loan Agreement.

300. Merrill Lynch Capital Services, Inc. is an entity that received a transfer made under the Term Loan Agreement.

301. Metropolitan West High Yield Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

302. MFS Charter Income Trust is an entity that received a transfer made under the Term Loan Agreement.

303. MFS-DIF-Diversified Income Fund is an entity that received a transfer made under the Term Loan Agreement.

304. MFS Diversified Income Fund is an entity that received a transfer made under the Term Loan Agreement.

305. MFS Diversified Income Fund – Series Trust XIII is an entity that received a transfer made under the Term Loan Agreement.

306. MFS Floating Rate High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

307. MFS Floating Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement.

308. MFS Global High Yield Fund is an entity that received a transfer made under the Term Loan Agreement. MFS Global High Yield Fund was formerly known as MFS Series Trust III High Yield Opportunities Fund.

309. MFS High Yield Portfolio is an entity that received a transfer made under the Term Loan Agreement. MFS High Yield Portfolio acquired MFS Variable Insurance Trust MFS High Income Series.

310. MFS – High Yield Variable Account is an entity that received a transfer made under the Term Loan Agreement.

311. MFS Intermarket Income Trust I is an entity that received a transfer made under the Term Loan Agreement.

312. MFS Intermediate High Income Fund is an entity that received a transfer made under the Term Loan Agreement.

313. MFS Multimarket Income Trust is an entity that received a transfer made under the Term Loan Agreement.

314. MFS Series Trust III High Income Fund is an entity that received a transfer made under the Term Loan Agreement. MFS Series Trust III High Income Fund acquired MFS Series Trust X Floating Rate High Income Fund.

315. MFS Series Trust III High Yield Opportunities Fund is an entity that received a transfer made under the Term Loan Agreement. MFS Series Trust III High Yield Opportunities Fund changed its name to MFS Global High Yield Fund.

316. MFS Series Trust VIII Strategic Income Fund is an entity that received a transfer made under the Term Loan Agreement.

317. MFS Series Trust X Floating Rate High Income Fund is an entity that received a transfer made under the Term Loan Agreement. MFS Series Trust X Floating Rate High Income Fund was reorganized into the MFS Series Trust III High Income Fund.

318. MFS Special Value Trust is an entity that received a transfer made under the Term Loan Agreement.

319. MFS Strategic Income Portfolio is an entity that received a transfer made under the Term Loan Agreement. MFS Strategic Income Portfolio acquired MFS Variable Insurance Trust - MFS Strategic Income Series VWG.

320. MFS Variable Insurance Trust - MFS Strategic Income Series VWG is an entity that received a transfer made under the Term Loan Agreement. MFS Variable Insurance Trust – MFS Strategic Income Series VWG was terminated and the fund's assets and liabilities were transferred to MFS Strategic Income Portfolio.

321. MFS Variable Insurance Trust II High Yield Portfolio is an entity that received a transfer made under the Term Loan Agreement.

322. MFS Variable Insurance Trust II Strategic Income Portfolio is an entity that received a transfer made under the Term Loan Agreement.

323. MFS Variable Insurance Trust MFS High Income Series is an entity that received a transfer made under the Term Loan Agreement. MFS Variable Insurance Trust MFS High Income Series was terminated and the fund's assets and liabilities were transferred to MFS High Yield Portfolio.

324. Microsoft Global Finance Ltd. is an entity that received a transfer made under the Term Loan Agreement.

325. Missouri State Employees Retirement System is an entity that received a transfer made under the Term Loan Agreement.

326. Momentum Capital Fund Ltd. is an entity that received a transfer made under the Term Loan Agreement.

327. Montana Board of Investments is an entity that received a transfer made under the Term Loan Agreement.

328. Morgan Stanley Senior Funding Inc. is an entity that received a transfer made under the Term Loan Agreement.

329. Mt. Wilson CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

330. Mt. Wilson CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

331. Muzinich & Company Ireland Ltd. for the Account of Extra Yield S Loan Fund is an entity that received a transfer made under the Term Loan Agreement.

332. Nash Point CLO is an entity that received a transfer made under the Term Loan Agreement.

333. National City Bank is an entity that received a transfer made under the Term Loan Agreement. National City Bank was acquired by PNC Financial Services Group, Inc.

334. Neuberger Berman High Yield Strategies Fund is an entity that received a transfer made under the Term Loan Agreement. Neuberger Berman High Yield Strategies Fund acquired Neuberger Berman Income Opportunity Fund, Inc. Neuberger Berman High Yield Strategies Fund was formerly known as Lehman Brothers First Trust Income Opportunity Fund.

335. Neuberger Berman Income Funds – Neuberger Berman High Income Bond Fund is an entity that received a transfer made under the Term Loan Agreement. Neuberger Berman Income Funds - Neuberger Berman High Income Bond Fund was formerly known as Lehman-Neuberger Berman-High Income Bond Fund.

336. Neuberger Berman Income Opportunity Fund, Inc. is an entity that received a transfer made under the Term Loan Agreement. Neuberger Berman Income Opportunity Fund, Inc. was acquired by Neuberger Berman High Yield Strategies Fund.

337. New York Life Insurance Company Guaranteed Products is an entity that received a transfer made under the Term Loan Agreement.

338. New York Life Insurance Company (Guaranteed Products) is an entity that received a transfer made under the Term Loan Agreement.

339. New York Life Insurance Company GP - Portable Alpha is an entity that received a transfer made under the Term Loan Agreement.

340. Oak Hill Cr Opp Fin Ltd. is an entity that received a transfer made under the Term Loan Agreement.

341. Oak Hill Credit Opportunities Master Fund, Ltd. is an entity that received a transfer made under the Term Loan Agreement.

342. Oak Hill Credit Partners II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

343. Oak Hill Credit Partners III Ltd. is an entity that received a transfer made under the Term Loan Agreement.

344. Oak Hill Credit Partners IV Ltd. is an entity that received a transfer made under the Term Loan Agreement.

345. Oak Hill Credit Partners V Ltd. is an entity that received a transfer made under the Term Loan Agreement.

346. Oaktree – Bill & Melinda Gates Foundation Trust is an entity that received a transfer made under the Term Loan Agreement.

347. Oaktree Capital Management - Central States SE and SW Area Pens Plan is an entity that received a transfer made under the Term Loan Agreement.

348. Oaktree Capital Management High Yield Trust is an entity that received a transfer made under the Term Loan Agreement.

349. Oaktree-DaimlerChrysler Corporation Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement. DaimlerChrysler Corporation Master Retirement Trust changed its name to Chrysler LLC Master Retirement Trust.

350. Oaktree – Employees Retirement Fund of the City of Dallas is an entity that received a transfer made under the Term Loan Agreement.

351. Oaktree – General Board of Pension & Health Benefits of the UN Methodist Church Inc. is an entity that received a transfer made under the Term Loan Agreement. General Board of Pension & Health Benefits of the UN Methodist Church Inc. merged into UMC Benefit Board, Inc.

352. Oaktree – High Yield LP is an entity that received a transfer made under the Term Loan Agreement.

353. Oaktree – High Yield Fund II, LP is an entity that received a transfer made under the Term Loan Agreement.

354. Oaktree – High Yield Plus Fund LP is an entity that received a transfer made under the Term Loan Agreement.

355. Oaktree – International Paper Co. Commingled Investment Group Trust is an entity that received a transfer made under the Term Loan Agreement.

356. Oaktree Loan Fund, LP is an entity that received a transfer made under the Term Loan Agreement.

357. Oaktree Loan Fund 2X (Cayman), LP is an entity that received a transfer made under the Term Loan Agreement.

358. Oaktree – Pacific Gas & Electric Post Ret Med Trust for Non-Mgt Emp & Retirees is an entity that received a transfer made under the Term Loan Agreement.

359. Oaktree – San Diego County Employees Retirement Association is an entity that received a transfer made under the Term Loan Agreement.

360. Oaktree Senior Loan Fund, LP is an entity that received a transfer made under the Term Loan Agreement.

361. Oaktree – TMCT LCC is an entity that received a transfer made under the Term Loan Agreement.

362. OCM – IBM Personal Pension Plan is an entity that received a transfer made under the Term Loan Agreement.

363. OCM-Pacific Gas & Electric Company Retirement Plan Master Trust is an entity that received a transfer made under the Term Loan Agreement.

364. OCM-The State Teachers Retirement System of Ohio is an entity that received a transfer made under the Term Loan Agreement.

365. OCM-WM Pool High Yield Fixed Interest Trust is an entity that received a transfer made under the Term Loan Agreement.

366. Octagon Investment Partners XI Ltd. is an entity that received a transfer made under the Term Loan Agreement.

367. Oesterreichische Volksbanken AG is an entity that received a transfer made under the Term Loan Agreement.

368. OHA Cap Sol Fin Ofshore Ltd. is an entity that received a transfer made under the Term Loan Agreement.

369. OHA Cap Sol Fin Onshore Ltd. is an entity that received a transfer made under the Term Loan Agreement.

370. OHA Park Avenue CLO I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

371. Ohio Police & Fire Pension Fund is an entity that received a transfer made under the Term Loan Agreement.

372. OHSF Financing Ltd. is an entity that received a transfer made under the Term Loan Agreement.

373. OHSF II Financing Ltd. is an entity that received a transfer made under the Term Loan Agreement.

374. ONEX Debt Opportunity FD Ltd. is an entity that received a transfer made under the Term Loan Agreement.

375. OW Funding Ltd. is an entity that received a transfer made under the Term Loan Agreement.

376. Pension Inv Committee of GM for GM Employees Domestic Group Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

377. Phoenix Edge Series Fund Phoenix Multi Sector Short Term Bond Series is an entity that received a transfer made under the Term Loan Agreement.

378. Phoenix Edge SRS-Multi-Sector Fixed Income Series is an entity that received a transfer made under the Term Loan Agreement.

379. Pimco 1464 – Freescale Semiconductor Inc. Retirement Savings is an entity that received a transfer made under the Term Loan Agreement.

380. Pimco 1641 – Sierra Pacific Resources Defined Ben Mstr Tr is an entity that received a transfer made under the Term Loan Agreement.

381. Pimco2244 – Virginia Retirement System is an entity that received a transfer made under the Term Loan Agreement.

382. Pimco2496 –Fltg Rt Inc FD is an entity that received a transfer made under the Term Loan Agreement.

383. Pimco2497 – Fltg Rt Strt FD is an entity that received a transfer made under the Term Loan Agreement.

384. Pimco2603 – Red River HYPI LP is an entity that received a transfer made under the Term Loan Agreement.

385. Pimco3813 – Pimco Cayman Bank Loan Fund is an entity that received a transfer made under the Term Loan Agreement.

386. Pimco400 – Stocks Plus Sub Fund B LLC is an entity that received a transfer made under the Term Loan Agreement.

387. Pimco6819 Portola CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

388. Pimco700 – FD TOT RTN FD is an entity that received a transfer made under the Term Loan Agreement.

389. Pimco706 – Private High Yield Portfolio is an entity that received a transfer made under the Term Loan Agreement.

390. Pimco Fairway Loan Funding Company is an entity that received a transfer made under the Term Loan Agreement.

391. Pimco - St. Luke Episcopal Health System Foundation is an entity that received a transfer made under the Term Loan Agreement.

392. Plumbers & Pipefitters National Pension Fund is an entity that received a transfer made under the Term Loan Agreement.

393. PNC Financial Services Group, Inc. is an entity that received a transfer made under the Term Loan Agreement. PNC Financial Services Group, Inc. acquired National City Bank.

394. Portola CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

395. Primus CLO I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

396. Primus CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

397. Princeton Rosedale CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

398. Putnam 29X-Funds Trust Floating Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement.

399. Pyramis Floating Rate High Income Commingled Pool is an entity that received a transfer made under the Term Loan Agreement.

400. Pyramis Hi Yld BD Comngl Pool is an entity that received a transfer made under the Term Loan Agreement.

401. Pyramis High Yield Fund LLC is an entity that received a transfer made under the Term Loan Agreement.

402. R3 Capital Partners Master LP is an entity that received a transfer made under the Term Loan Agreement.

403. Race Point II CLO is an entity that received a transfer made under the Term Loan Agreement.

404. Race Point III CLO is an entity that received a transfer made under the Term Loan Agreement.

405. Race Point IV CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

406. Raytheon MPT – Logan Floating Rate Portfolio is an entity that received a transfer made under the Term Loan Agreement.

407. Raytheon MPT – Logan Mid Grade Portfolio is an entity that received a transfer made under the Term Loan Agreement.

408. RBC Dexia Investor Services Trust as Trustee for GM Canada Foreign Trust is an entity that received a transfer made under the Term Loan Agreement.

409. Reams – Agility Global Fixed Income Master Fund LP is an entity that received a transfer made under the Term Loan Agreement.

410. Reams – American President Lines Ltd. is an entity that received a transfer made under the Term Loan Agreement.

411. Reams – Baltimore County Retirement is an entity that received a transfer made under the Term Loan Agreement.

412. Reams – Bill & Melinda Gates Foundation is an entity that received a transfer made under the Term Loan Agreement.

413. Reams – Bill & Melinda Gates Foundation Trust is an entity that received a transfer made under the Term Loan Agreement.

414. Reams Board of Fire & Police Pension Commissioners of the City of Los Angeles is an entity that received a transfer made under the Term Loan Agreement.

415. Reams – Board of Pen Presbyterian Church is an entity that received a transfer made under the Term Loan Agreement.

416. Reams – Building Trades United Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

417. Reams – Carpenters Pension Fund of Illinois is an entity that received a transfer made under the Term Loan Agreement.

418. Reams – Carpenters Pension Fund of Illinois Pension Plan is an entity that received a transfer made under the Term Loan Agreement.

419. Reams Chicago Park District is an entity that received a transfer made under the Term Loan Agreement.

420. Reams Children's Hospital Fund is an entity that received a transfer made under the Term Loan Agreement.

421. Reams – Children's Hospital Philadelphia is an entity that received a transfer made under the Term Loan Agreement.

422. Reams City of Milwaukee Retirement System is an entity that received a transfer made under the Term Loan Agreement.

423. Reams City of Montgomery Alabama Employee's Retirement System is an entity that received a transfer made under the Term Loan Agreement.

424. Reams City of Montgomery Retirement System is an entity that received a transfer made under the Term Loan Agreement.

425. Reams City of Oakland Police is an entity that received a transfer made under the Term Loan Agreement.

426. Reams – Columbus Extended Market Fund LLC is an entity that received a transfer made under the Term Loan Agreement. Reams – Columbus Extended Market Fund LLC changed its name to Reams Unconstrained Bond Fund LLC.

427. Reams – Connecticut General Life Insurance Company is an entity that received a transfer made under the Term Loan Agreement.

428. Reams – Cummins Inc. & Affiliates Collective Investment Trust is an entity that received a transfer made under the Term Loan Agreement.

429. Reams – Duchossois Ind Inc. is an entity that received a transfer made under the Term Loan Agreement.

430. Reams – Eight District Electrical Pension Fund is an entity that received a transfer made under the Term Loan Agreement.

431. Reams – Emerson Electric is an entity that received a transfer made under the Term Loan Agreement.

432. Reams – Emerson Electric Company Retirement Master Trust is an entity that received a transfer made under the Term Loan Agreement.

433. Reams – Employes' Retirement System of the City of Milwaukee is an entity that received a transfer made under the Term Loan Agreement.

434. Reams – Employees' Retirement System of Baltimore County is an entity that received a transfer made under the Term Loan Agreement.

435. Reams – Frontegra Columbus Core Plus Fund is an entity that received a transfer made under the Term Loan Agreement.

436. Reams – Goldman Core Plus Fixed is an entity that received a transfer made under the Term Loan Agreement.

437. Reams – Halliburton Company is an entity that received a transfer made under the Term Loan Agreement.

438. Reams – Halliburton Company Employee Benefit Master Trust is an entity that received a transfer made under the Term Loan Agreement.

439. Reams – Health Care Foundation of Greater Kansas City is an entity that received a transfer made under the Term Loan Agreement.

440. Reams – ILWU/PMA is an entity that received a transfer made under the Term Loan Agreement.

441. Reams – ILWU/PMA Pension Plan is an entity that received a transfer made under the Term Loan Agreement.

442. Reams Indiana State Police is an entity that received a transfer made under the Term Loan Agreement.

443. Reams Indiana State Police Pension Fund is an entity that received a transfer made under the Term Loan Agreement.

444. Reams Indiana State Police Pension Trust is an entity that received a transfer made under the Term Loan Agreement.

445. Reams Indiana State Teachers Retirement Fund is an entity that received a transfer made under the Term Loan Agreement.

446. Reams – Indiana University is an entity that received a transfer made under the Term Loan Agreement.

447. Reams – Inter Local Pension Fund of the Graphic Comm. International Brotherhood of Teamsters is an entity that received a transfer made under the Term Loan Agreement.

448. Reams Kraft Foods Global Inc. is an entity that received a transfer made under the Term Loan Agreement.

449. Reams – Kraft Foods Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement.

450. Reams – LA Fire & Police is an entity that received a transfer made under the Term Loan Agreement.

451. Reams – LabCorp Cash Balance Retirement Fund is an entity that received a transfer made under the Term Loan Agreement.

452. Reams – Laboratory Corp. of America Holdings is an entity that received a transfer made under the Term Loan Agreement.

453. Reams Louisiana Carpenters Regional Council Pension Trust Fund is an entity that received a transfer made under the Term Loan Agreement.

454. Reams – Master Trust Pursuant to the Retirement Plans of APL Ltd. & Subsidiaries is an entity that received a transfer made under the Term Loan Agreement.

455. Reams – Montana Board of Investments is an entity that received a transfer made under the Term Loan Agreement.

456. Reams Municipal Employee Retirement System of Michigan is an entity that received a transfer made under the Term Loan Agreement.

457. Reams – Parkview Memorial Health is an entity that received a transfer made under the Term Loan Agreement.

458. Reams – Prudential Retirement Insurance & Annuity Company is an entity that received a transfer made under the Term Loan Agreement.

459. Reams – Reichhold, Inc. is an entity that received a transfer made under the Term Loan Agreement.

460. Reams – Retirement Board of the Park Employees Annuity & Benefit Fund is an entity that received a transfer made under the Term Loan Agreement.

461. Reams – Rotary International Foundation is an entity that received a transfer made under the Term Loan Agreement.

462. Reams – San Diego Foundation is an entity that received a transfer made under the Term Loan Agreement.

463. Reams – Santa Barbara County is an entity that received a transfer made under the Term Loan Agreement.

464. Reams – Santa Barbara County Employees' Retirement System is an entity that received a transfer made under the Term Loan Agreement.

465. Reams – Seattle City Employee's Retirement System is an entity that received a transfer made under the Term Loan Agreement.

466. Reams – Sonoma County Employees Retirement Association is an entity that received a transfer made under the Term Loan Agreement.

467. Reams – St Indiana Major Moves is an entity that received a transfer made under the Term Loan Agreement.

468. Reams – St. Luke Episcopal Health System Foundation is an entity that received a transfer made under the Term Loan Agreement.

469. Reams – State of Indiana Major Moves Construction Fund is an entity that received a transfer made under the Term Loan Agreement.

470. Reams – The Mather Foundation Core Plus is an entity that received a transfer made under the Term Loan Agreement.

471. Reams – The Rotary Foundation is an entity that received a transfer made under the Term Loan Agreement.

472. Reams Trustees of Indiana University is an entity that received a transfer made under the Term Loan Agreement.

473. Reams – Trustees of Purdue University is an entity that received a transfer made under the Term Loan Agreement.

474. Reams Unconstrained Bond Fund LLC is an entity that received a transfer made under the Term Loan Agreement. Reams Unconstrained Bond Fund LLC was formerly known as Reams – Columbus Extended Market Fund LLC.

475. Reams – University of Kentucky is an entity that received a transfer made under the Term Loan Agreement.

476. Reams – Ventura County Employees' Retirement Association is an entity that received a transfer made under the Term Loan Agreement.

477. Reichhold is an entity that received a transfer made under the Term Loan Agreement.

478. RGA Reinsurance Company is an entity that received a transfer made under the Term Loan Agreement.

479. Russell Investment Company PLC – The Global Strategic Yield Fund is an entity that received a transfer made under the Term Loan Agreement. Russell Investment Company PLC – The Global Strategic Yield Fund acquired DDJ – Multi-Style, Multi-Manager Funds PLC – Global Strategic Yield Fund.

480. Russell Strategic Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

481. Sanford Bernstein II Interm DU is an entity that received a transfer made under the Term Loan Agreement.

482. Sanford C. Bernstein Fund, Inc. - Intermediate Duration Portfolio is an entity that received a transfer made under the Term Loan Agreement.

483. Sankaty High Yield Partners III LP is an entity that received a transfer made under the Term Loan Agreement.

484. Santa Barbara County is an entity that received a transfer made under the Term Loan Agreement.

485. Seattle City Employees' Retirement System is an entity that received a transfer made under the Term Loan Agreement.

486. Secondary Loan & Distressed is an entity that received a transfer made under the Term Loan Agreement.

487. Security Investors-Security Income Fund-High Yield Series is an entity that received a transfer made under the Term Loan Agreement.

488. SEI Institutional Managed Trust's Core Fixed Income is an entity that received a transfer made under the Term Loan Agreement.

489. Senior Income Trust is an entity that received a transfer made under the Term Loan Agreement.

490. SF-3 Segregated Portfolio is an entity that received a transfer made under the Term Loan Agreement.

491. SFR Ltd. is an entity that received a transfer made under the Term Loan Agreement.

492. Shinnecock CLO II Ltd. is an entity that received a transfer made under the Term Loan Agreement.

493. Silverado CLO 2006-1 Ltd. is an entity that received a transfer made under the Term Loan Agreement.

494. Solus Core Opportunities Master Fund Ltd. is an entity that received a transfer made under the Term Loan Agreement.

495. Spiret IV Loan Trust 2003 B is an entity that received a transfer made under the Term Loan Agreement.

496. SRI Fund LP is an entity that received a transfer made under the Term Loan Agreement.

497. SSS Funding II, LLC is an entity that received a transfer made under the Term Loan Agreement.

498. State of Connecticut is an entity that received a transfer made under the Term Loan Agreement.

499. State of Indiana Major Moves is an entity that received a transfer made under the Term Loan Agreement.

500. Stichting Bedrijfstakpensioenfonds Voor De Metalektro is an entity that received a transfer made under the Term Loan Agreement. Stichting Bedrijfstakpensioenfonds Voor De Metalektro changed its name to belief Stichting Pensioenfonds van de Metalektro.

501. Stichting Depositary APG Fixed Income Credits Pool is an entity that received a transfer made under the Term Loan Agreement.

502. Stichting Pensioenfonds ABP is an entity that received a transfer made under the Term Loan Agreement.

503. Stichting Pensioenfonds van de Metalektro is an entity that received a transfer made under the Term Loan Agreement. Stichting Pensioenfonds van de Metalektro was formerly known as Stichting Bedrijfstakpensioenfonds Voor De Metalektro.

504. Stichting Pensionfonds Me is an entity that received a transfer made under the Term Loan Agreement.

505. Stoney Lane Funding I Ltd. is an entity that received a transfer made under the Term Loan Agreement.

506. Taconic Capital Partners 1 5 LP is an entity that received a transfer made under the Term Loan Agreement.

507. Taconic Market Dislocation Fund II LP is an entity that received a transfer made under the Term Loan Agreement.

508. Taconic Market Dislocation Master Fund II LP is an entity that received a transfer made under the Term Loan Agreement.

509. Taconic Opportunity Fund LP is an entity that received a transfer made under the Term Loan Agreement.

510. Talon Total Return Partners LP is an entity that received a transfer made under the Term Loan Agreement. Talon Total Return Partners LP changed its name to Twin Lake Total Return Partners LP.

511. Talon Total Return QP Partners LP is an entity that received a transfer made under the Term Loan Agreement. Talon Total Return QP Partners LP changed its name to Twin Lake Total Return Partners QP LP.

512. TCW High Income Partners Ltd. is an entity that received a transfer made under the Term Loan Agreement.

513. TCW Illinois State Board of Investment is an entity that received a transfer made under the Term Loan Agreement.

514. TCW-Park Avenue Loan Trust is an entity that received a transfer made under the Term Loan Agreement.

515. TCW Senior Secured Floating Rate Loan Fund LP is an entity that received a transfer made under the Term Loan Agreement. TCW Senior Secured Floating Rate Loan Fund LP is now known as Crescent Senior Secured Floating Rate Loan Fund, LLC.

516. TCW Senior Secured Loan Fund LP is an entity that received a transfer made under the Term Loan Agreement.

517. TCW Velocity CLO is an entity that received a transfer made under the Term Loan Agreement.

518. Teachers' Retirement System of the State of Illinois is an entity that received a transfer made under the Term Loan Agreement.

519. Texas County & District Ret System is an entity that received a transfer made under the Term Loan Agreement.

520. The Assets Management Committee of the Coca-Cola Company Master Retirement Trust is an entity that received a transfer made under the Term Loan Agreement.

521. The Children's Hospital Foundation is an entity that received a transfer made under the Term Loan Agreement.

522. The Duchossois Group Inc. is an entity that received a transfer made under the Term Loan Agreement.

523. The Galaxite Master Unit Trust is an entity that received a transfer made under the Term Loan Agreement.

524. The Hartford Mutual Funds, Inc. - The Hartford Floating Rate Fund is an entity that received a transfer made under the Term Loan Agreement.

525. The Mather Foundation is an entity that received a transfer made under the Term Loan Agreement.

526. The Royal Bank of Scotland PLC New York Branch is an entity that received a transfer made under the Term Loan Agreement.

527. Thrivent Financial for Lutherans is an entity that received a transfer made under the Term Loan Agreement.

528. Thrivent High Yield Fund is an entity that received a transfer made under the Term Loan Agreement.

529. Thrivent High Yield Portfolio is an entity that received a transfer made under the Term Loan Agreement.

530. Thrivent Income Fund is an entity that received a transfer made under the Term Loan Agreement.

531. Thrivent Series Fund, Inc. – Income Portfolio is an entity that received a transfer made under the Term Loan Agreement.

532. TMCT II LLC is an entity that received a transfer made under the Term Loan Agreement.

533. Transamerica Series Trust is an entity that received a transfer made under the Term Loan Agreement. Upon further information and belief, Transamerica Series Trust was formerly known as Aegon/Transamerica Series Trust MFS Highyield.

534. Trilogy Portfolio Company LLC is an entity that received a transfer made under the Term Loan Agreement.

535. TRS SVCO LLC is an entity that received a transfer made under the Term Loan Agreement.

536. Twin Lake Total Return Partners LP is an entity that received a transfer made under the Term Loan Agreement. Twin Lake Total Return Partners LP was formerly known as Talon Total Return Partners LP.

537. Twin Lake Total Return Partners QP LP is an entity that received a transfer made under the Term Loan Agreement. Twin Lake Total Return Partners QP LP was formerly known as Talon Total Return QP Partners LP.

538. UMC Benefit Board, Inc. is an entity that received a transfer made under the Term Loan Agreement. General Board of Pension & Health Benefit of the UN Methodist Church Inc. merged into UMC Benefit Board, Inc. General Board of Pension & Health Benefit

of the UN Methodist Church Inc. may or was known at times as Oaktree - General Board of Pension & Health Benefits of the UN Methodist Church Inc.

539. Velocity CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

540. Virtus Multi Sector Fixed Income Fund is an entity that received a transfer made under the Term Loan Agreement.

541. Virtus Multisector Short Term Bond Fund is an entity that received a transfer made under the Term Loan Agreement.

542. Virtus Senior Floating Rate Fund is an entity that received a transfer made under the Term Loan Agreement.

543. Vitesse CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

544. Vulcan Ventures Inc. is an entity that received a transfer made under the Term Loan Agreement.

545. WAMCO 176 – Virginia Supplemental Retirement System is an entity that received a transfer made under the Term Loan Agreement.

546. WAMCO 2357 – Legg Mason Partners Capital & Income Fund is an entity that received a transfer made under the Term Loan Agreement. Legg Mason Partners Capital & Income Fund changed its name to Legg Mason ClearBridge Capital & Income Fund.

547. WAMCO 3023 – Virginia Retirement Systems Bank Loan Portfolio is an entity that received a transfer made under the Term Loan Agreement.

548. WAMCO 3073 – John Hancock Trust Floating Rate Income Trust is an entity that received a transfer made under the Term Loan Agreement.

549. WAMCO 3074 – John Hancock Fund II-Floating Rate Income Fund is an entity that received a transfer made under the Term Loan Agreement.

550. WAMCO – 3131 – Raytheon Master Pension Master Trust is an entity that received a transfer made under the Term Loan Agreement.

551. WAMCO Mt Wilson CLO Ltd. is an entity that received a transfer made under the Term Loan Agreement.

552. WAMCO Western Asset Floating Rate High Income Fund LLC is an entity that received a transfer made under the Term Loan Agreement.

553. Wells – 13702900 is an entity that received a transfer made under the Term Loan Agreement.

554. Wells – 14945000 is an entity that received a transfer made under the Term Loan Agreement.

555. Wells & Company Master Pension Trust: DBA Wells Capital Management - 12222133 is an entity that received a transfer made under the Term Loan Agreement.

556. Wells Cap Mgmt – 13923601 is an entity that received a transfer made under the Term Loan Agreement.

557. Wells Capital Management 16017000 is an entity that received a transfer made under the Term Loan Agreement.

558. Wells Capital Management 16959700 is an entity that received a transfer made under the Term Loan Agreement.

559. Wells Capital Management 16959701 is an entity that received a transfer made under the Term Loan Agreement.

560. Wells Capital Management 18866500 is an entity that received a transfer made under the Term Loan Agreement.

561. Wells Fargo Advantage Income Funds: Income Plus Fund is an entity that received a transfer made under the Term Loan Agreement. Wells Fargo Advantage Income Fund: Income Plus Fund acquired Evergreen Core Plus Bond Fund.

562. Wells Fargo Advantage Income Opportunities Fund is an entity that received a transfer made under the Term Loan Agreement. Wells Fargo Advantage Income Opportunities Fund was formerly known as Evergreen Income Advantage Fund.

563. Wells Fargo Advantage Multi-Sector Income Fund is an entity that received a transfer made under the Term Loan Agreement. Wells Fargo Advantage Multi-Sector Income Fund was formerly known as Evergreen Multi Sector Income Fund F/K/A Evergreen Managed Income Fund.

564. Wells Fargo Advantage Utilities & High Income Fund is an entity that received a transfer made under the Term Loan Agreement. Wells Fargo Advantage Utilities & High Income Fund was formerly known as Evergreen Utilities & High Income Fund.

565. Wells – Los Angeles Dept. of Water & Power Employees Retire Disability is an entity that received a transfer made under the Term Loan Agreement.

566. West Bend Mutual Insurance Company is an entity that received a transfer made under the Term Loan Agreement.

567. Wexford Catalyst Investors is an entity that received a transfer made under the Term Loan Agreement.

568. Wexford Spectrum Investors LLC is an entity that received a transfer made under the Term Loan Agreement.

569. The true names, identities and capacities of the Defendants sued herein as John Doe Nos. 1-100; and John Doe, Inc., Nos. 1-100 are unknown to Plaintiff. These fictitiously named Defendants received a transfer made under the Term Loan Agreement. As and when the names, identities, and capacities of these fictitiously named Defendants become known, Plaintiff will amend this Complaint to set forth these Defendants' true names, identities, and capacities and otherwise proceed against them as if they had been named as parties upon the commencement of this adversary proceeding in accordance with Rules 15 and 25 of the Federal Rules of Civil Procedure.

570. The parties identified in paragraphs 15 – 569, above, are collectively referred to herein as the "**Defendants**."

GENERAL ALLEGATIONS

The Term Loan Agreement

571. Among other parties, General Motors Corporation ("**GM**"), Saturn Corporation, and JPMorgan, as administrative agent and lender, were parties to the Term Loan Agreement.

572. Under the Term Loan Agreement, certain lenders (the "**Term Loan Lenders**") advanced $1.5 billion in loan proceeds to certain of the Debtors secured by first-priority liens ("**Lien**") on certain assets of GM. The Defendants to this action are those entities that, pursuant to the Term Loan Agreement, received payments during the ninety days prior to the Petition Date and/or after the Petition Date. The Defendants include entities that are liable with respect to the claims set forth herein as successors, transferees and/or assignees.

573. As of the Petition Date, the outstanding principal balance under the Term Loan Agreement was in excess of $1.4 billion.

The DIP Order

574. On the Petition Date, the Debtors filed a motion (the "**DIP Motion**") seeking authority from the Bankruptcy Court to obtain in excess of $33 billion in postpetition financing (the "**DIP Loans**") from the United States Department of Treasury and Export Development Canada to pay certain prepetition claims and fund the Debtors' operations and administrative costs, among other things.

575. The DIP Motion asked the Bankruptcy Court to authorize the Debtors to use a portion of the proceeds of the DIP Loans to pay in full all claims under the Term Loan Agreement, inasmuch as it was generally assumed that all claims under the Term Loan Agreement were fully-secured, first-priority claims.

576. In connection with the DIP Motion, the Committee negotiated for, *inter alia*, a period of time during which it could investigate the Lien securing the Term Loan Agreement and bring claims challenging the Lien, if the Committee learned that the Lien was unperfected or otherwise subject to challenge.

577. As reflected in the DIP Order, the DIP Loans were finally approved by the Bankruptcy Court on June 25, 2009, and, pursuant to paragraph 19(d) thereof, the Committee was authorized to investigate and pursue any challenges to the Lien.

578. After entry of the DIP Order and in accordance with its terms, the Debtors paid $1,481,656,507.70 to the Term Loan Lenders in full satisfaction of all claims arising under the Term Loan Agreement.

579. Pursuant to paragraph 19(d) of the DIP Order, the Defendants that accepted payment after the Petition Date consented to the jurisdiction of this Court.

The Lien Securing The Term Loan Agreement Was Not Perfected As Of The Petition Date

580. The Committee commenced this action challenging the Lien securing the Term Loan Agreement because the pertinent UCC filings demonstrated that the Lien was not perfected with respect to the Collateral covered by the Financing Statement (as those terms are defined below) as of the Petition Date.

581. On November 30, 2006, a UCC-1 financing statement (the "**Financing Statement**") was filed with the Secretary of State of Delaware listing GM as "debtor" and JPMorgan, as "administrative agent and secured party," and indicating the collateral covered by the Financing Statement as "THE ASSETS DESCRIBED ON ANNEX I ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN" (the "**Collateral**"). The Financing Statement is attached hereto as Exhibit 1.

582. On October 30, 2008, however, the Financing Statement was terminated when a UCC-3 financing statement amendment (the "**Termination Statement**") was filed with the Secretary of State of Delaware providing that the "[e]ffectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement," and listing JPMorgan, as administrative agent, as "THE SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT." The Termination Statement is attached hereto as Exhibit 2.

583. As of the Petition Date, the only two records on file with the Secretary of State of Delaware relating to the Collateral were the Financing Statement and the Termination Statement. As such, the Financing Statement had been terminated by the Termination Statement

584. On March 1, 2013, this Court entered its *Decision on Cross Motions for Summary Judgment* [Adv. Pro. Dkt. No.71], a *Judgment* [Adv. Pro. Dkt. No. 73] and an *Order on Cross*

Motions for Summary Judgment [Adv. Pro. Dkt. No. 72], and therein denied the Committee's motion for partial summary judgment, ruling that the filing of the Termination Statement was not effective and that the Lien was therefore perfected as of the Petition Date. On that basis, this Court granted JPMorgan's cross-motion for summary judgment.

585. On January 21, 2015, the United States Court of Appeals for the Second Circuit issued a decision and entered a judgment reversing the Bankruptcy Court's granting of summary judgment in favor of JPMorgan, resolving the Cross-Motions for Summary Judgment in favor of the Trust, and remanding the matter to this Court with instructions to enter partial summary judgment for the Plaintiff as to the termination of the Financing Statement.

First Claim for Relief
(Avoidance of Lien as Unperfected)

586. Plaintiff repeats and realleges the allegations in above paragraphs 1 through 585 inclusive, as though fully set forth herein.

587. Pursuant to 11 U.S.C. § 544(a), a trustee (or a debtor in possession under 11 U.S.C. § 1107) is vested with the rights and status of a hypothetical judicial lien creditor whose lien was perfected at the time of the bankruptcy petition. Such status under Section 544(a) of the Bankruptcy Code allows a trustee (or a debtor in possession under 11 U.S.C. § 1107) to avoid an unperfected security interest in a debtor's assets.

588. As a result of the filing of the Termination Statement, the Lien on the Collateral was unperfected on the Petition Date. Accordingly, the Lien on the Collateral was unenforceable as against the Debtors.

589. Based on the foregoing and pursuant to 11 U.S.C. § 544(a), the Plaintiff may avoid the Lien on the Collateral because the Lien on the Collateral was not perfected on the

Petition Date. Because the Lien on the Collateral is subject to avoidance, it is preserved for the benefit of the estates pursuant to 11 U.S.C. § 551.

Second Claim for Relief
(Avoidance and Recovery of Postpetition Transfers)

590. Plaintiff repeats and realleges the allegations in above paragraphs 1 through 589 inclusive, as though fully set forth herein.

591. Because the Lien on the Collateral is subject to avoidance as set forth in the First Claim for Relief, Defendants were not entitled to the Postpetition Transfers (defined below).

592. Section 549 of the Bankruptcy Code allows a trustee (or a debtor in possession under 11 U.S.C. § 1107) to avoid transfers of property of the estate that occur after the commencement of the case and that are not authorized by the Bankruptcy Code or the bankruptcy court.

593. The DIP Order provisionally authorized the Debtors to apply a portion of the proceeds of the DIP Loans toward payment in full of all amounts due and outstanding under the Term Loan Agreement and provided that the Lien expired upon such payment.

594. The Debtors paid in full, in cash, all amounts due and outstanding under the Term Loan Agreement after the Petition Date (collectively, the "**Postpetition Transfers**").

595. The Postpetition Transfers were made to JPMorgan and then transferred to or for the benefit of the Defendants listed on Exhibit 3 on or about the dates and in the amounts set forth in Exhibit 3.[1]

596. The Postpetition Transfers were provisionally made or allowed on the assumption that the Lien was perfected.

1 Pursuant to a stipulation and order entered by the Court, Exhibit 3 has been filed under seal. Upon the request of any Defendant appearing in the Term Loan Avoidance Action, Plaintiff will provide that Defendant with the sealed information pertaining to that Defendant.

597. The DIP Order provides that the Lien remained subject to claims challenging the perfection of the Lien.

598. The Financing Statement was terminated on October 30, 2008. Consequently, as of the Petition Date, the Lien on the Collateral was not perfected.

599. Given that the provisional authorization for the Postpetition Transfers under the Term Loan Agreement was contingent on the perfection of the Lien, which contingency cannot be met with respect to the Lien on the Collateral, the Postpetition Transfers were not authorized under the Bankruptcy Code or by the Bankruptcy Court.

600. None of the Postpetition Transfers should have been made to or for the benefit of Defendants and all such Postpetition Transfers are subject to avoidance under 11 U.S.C. § 549.

601. To the extent that some portion of the Collateral was secured and perfected by filings other than the Financing Statement (the "**Surviving Collateral**"), the value of the Surviving Collateral was less than the amount of the Term Loan Lenders' claim under the Term Loan Agreement, and Defendants were not entitled to receive the Postpetition Transfers to the extent that the amount of such transfers exceeded the value of the Surviving Collateral. The Surviving Collateral is of inconsequential value.

602. To the extent that a transfer is avoided under 11 U.S.C. § 549, 11 U.S.C. § 550 allows a trustee (or a debtor in possession under 11 U.S.C. § 1107) to recover, for the benefit of the estate, the property transferred, or, if the court so orders, the value of such property from either (i) an initial transferee of such transfer or the entity for whose benefit such transfer was made or (ii) any immediate or mediate transferee of such initial transferee.

603. Based on the foregoing and pursuant to 11 U.S.C. § 549, Plaintiff is entitled to avoid the Postpetition Transfers and an Order should be entered granting judgment in favor of

Plaintiff: (i) avoiding the Postpetition Transfers pursuant to 11 U.S.C. § 549, and (ii) directing the Defendants to pay the proceeds or an amount equal to the value of the Postpetition Transfers under 11 U.S.C. § 550 plus interest thereon to the date of payment.

Third Claim for Relief
(Avoidance and Recovery of Payments as Preferential Transfers)

604. Plaintiff repeats and realleges the allegations in above paragraphs 1 through 603 inclusive, as though fully set forth herein.

605. Defendants that received, directly or indirectly, payments made by the Debtors under the Term Loan Agreement, including but not limited to that certain payment made by the Debtors to JPMorgan on May 27, 2009 in the amount of $28,241,781 (the "**Payment(s)**") during the ninety days prior to the Petition Date (the "**Preference Period**") are liable for the amount of such Payments.

606. The Payment(s) were made to JPMorgan and then transferred to or for the benefit of the Defendants listed on Exhibit 4, in the amounts set forth on Exhibit 4, on or about the dates set forth in Exhibit 4, during the Preference Period.[2]

607. The Defendants that received the Payment(s) were creditors of the Debtors at the time the Payment(s) were made.

608. The making of the Payment(s) constituted a transfer of an interest of the Debtors' property.

609. The Payment(s) were made to or for the benefit of Defendants, as creditors of the Debtors at the time they were made.

[2] Pursuant to a stipulation and order entered by the Court, Exhibit 4 has been filed under seal. Upon the request of any Defendant appearing in the Term Loan Avoidance Action, Plaintiff will provide that Defendant with the sealed information pertaining to that Defendant.

610. The Payment(s) were made for, or on account of, an antecedent debt owed to the Defendants by the Debtors at the time the Payment(s) were made.

611. The Debtors are presumed to be, and in fact were, insolvent at the time the Payment(s) were made and throughout the Preference Period.

612. As a result, because the Lien on the Collateral was unperfected on the date the Payment(s) were made, the Defendants received more than they would have received if (a) the Debtors' cases were cases under Chapter 7 of the Bankruptcy Code, (b) the Payment(s) had not been made, and (c) the Defendants received payment on their debts under the provisions of the Bankruptcy Code.

613. To the extent that the security interest in the Surviving Collateral was less than the amount of the Term Loan Lenders' claim under the Term Loan Agreement, Defendants were not entitled to receive the Payment(s) to the extent that the amount of such transfers exceeded the value of the Surviving Collateral. The Surviving Collateral is of inconsequential value.

614. To the extent that a transfer is avoided under 11 U.S.C. § 547, 11 U.S.C. § 550 allows a trustee (or a debtor in possession under 11 U.S.C. § 1107) to recover, for the benefit of the estate, the property transferred, or, if the court so orders, the value of such property from either (i) an initial transferee of such transfer or the entity for whose benefit such transfer was made or (ii) any immediate or mediate transferee of such initial transferee.

615. Based on the foregoing and pursuant to 11 U.S.C. § 547, Plaintiff is entitled to avoid the Payment(s) and an Order should be entered granting judgment in favor of Plaintiff: (i) avoiding the Payment(s) pursuant to 11 U.S.C. § 547, and (ii) directing the Defendants to pay an amount equal to such Payment(s) pursuant to 11 U.S.C. § 550 plus interest thereon to the date of payment.

Fourth Claim for Relief
(To Disallow Any Claim of Defendants Until Disgorgement)

616. Plaintiff repeats and realleges the allegations in above paragraphs 1 through 615 inclusive, as though fully set forth herein.

617. As alleged above, the Defendants have received Payment(s) and/or Postpetition Transfers subject to avoidance and/or recovery by the Plaintiff. The Defendants have not returned such Payment(s) and/or Postpetition Transfers.

618. Based on the foregoing and pursuant to 11 U.S.C. § 502(d), any claims that the Defendants may have against any of the Debtors must be disallowed in full unless and until the Defendants disgorge such Payment(s) and/or Postpetition Transfers plus interest thereon to the date of payment.

WHEREFORE, the Plaintiff prays for judgment as follows:

1. For an order avoiding the Lien on the Collateral pursuant to 11 U.S.C. § 544 and preserving the Lien on the Collateral for the benefit of the Trust pursuant to 11 U.S.C. § 551;

2. For an order avoiding the Postpetition Transfers pursuant to 11 U.S.C. § 549 and preserving the Postpetition Transfers for the benefit of the Trust pursuant to 11 U.S.C. § 551;

3. For an order avoiding the Payment(s) pursuant to 11 U.S.C. § 547 and preserving the Payment(s) for the benefit of the Trust pursuant to 11 U.S.C. § 551;

4. For a judgment awarding recovery to Plaintiff for the benefit of the Trust against the Defendants or any mediate or intermediate transferee in the amount of the avoided Payment(s) and/or Postpetition Transfers pursuant to 11 U.S.C. § 550;

5. For a judgment disallowing any claims any Defendant may have against the Debtors until such Defendant has disgorged the amount of the Payment(s) and/or Postpetition Transfers plus interest thereon to the date of payment;

6. For costs of suit incurred herein to the extent permitted by law;

7. For pre-judgment and post-judgment interest on any award, attorneys' fees and costs incurred by the Debtors, the Committee, and/or Plaintiff to the extent allowed by any applicable law, contract, or statute; and

8. For such other and further relief as the Court may deem just and proper.

Dated: New York, New York
May 20, 2015

Respectfully submitted,

DICKSTEIN SHAPIRO LLP

By: /s/ Eric B. Fisher
Barry N. Seidel
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Katie L. Weinstein
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and

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Washington, D.C. 20006
Telephone: (202) 420-3150

Attorneys for Plaintiff

Exhibit 1

[redacted]

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
UCC Filings 800-828-0938

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
National Corporate Research
41 State Street
Suite 600
Albany, NY 12207
melissa@nationalcorp.com

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 03:23 PM 11/30/2006
INITIAL FILING NUM: 64166808 4
AMENDMENT NUMBER: 0000000
SRV: 061094538

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: GENERAL MOTORS CORPORATION				
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS: 300 RENAISSANCE CENTER	CITY: DETROIT	STATE: MI	POSTAL CODE: 48265-3000	COUNTRY: USA
1d. SEE INSTRUCTIONS / ADD'L INFO RE ORGANIZATION DEBTOR / 1e. TYPE OF ORGANIZATION: Corporation	1f. JURISDICTION OF ORGANIZATION: Delaware	1g. ORGANIZATIONAL ID #, if any		☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS / ADD'L INFO RE ORGANIZATION DEBTOR / 2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS: P.O. BOX 2558	CITY: HOUSTON	STATE: TX	POSTAL CODE: 77252	COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

THE ASSETS DESCRIBED ON ANNEX I ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN.

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA
6701-619 -- DE - Secretary of State
F#176513
A#274606

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

This Annex I
consists of 4 pages

**ANNEX I
TO
UCC-1 FINANCING STATEMENT**

Debtor: General Motors Corporation
300 Renaissance Center
Detroit, Michigan 48265-3000
(the "Debtor")

Secured Party: JPMorgan Chase Bank, N.A., as Administrative Agent
P.O. Box 2558
Houston, TX 77252
(the "Agent")

The financing statement to which this Annex I is attached covers all of the following property of the Debtor now owned or at any time hereafter acquired (collectively, the "Collateral"):

(1) all Equipment and all Fixtures, other than Excluded Equipment and Fixtures;

(2) all Documents and General Intangibles attributable solely to Equipment or Fixtures, other than Excluded Equipment and Fixtures;

(3) all books and records pertaining solely to Equipment or Fixtures (or Proceeds or products of Equipment or Fixtures), in each case, other than Excluded Equipment and Fixtures (or Proceeds or products thereof); and

(4) to the extent not otherwise included in the foregoing clauses, all Proceeds and products of any and all of the foregoing.

As used herein, the following terms shall have the following meanings:

"Collateral Agreement": the collateral agreement, dated as of November 29, 2006, among the Debtor, Saturn Corporation and JPMorgan Chase Bank, N.A., as administrative agent (as the same may be amended, supplemented or otherwise modified from time to time).

"Credit Agreement": the term loan agreement, dated as of November 29, 2006, among the Debtor, Saturn Corporation, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as the same may be amended, supplemented or otherwise modified from time to time).

"Documents": all "Documents" as such term is defined in Section 9-102 of the UCC as in effect on November 29, 2006.

"Equipment": all "Equipment" as such term is defined in Section 9-102 of the UCC as in effect on November 29, 2006.

"Excluded Equipment and Fixtures": all Equipment and Fixtures, now owned or at any time hereafter acquired by the Debtor, which are not located at U.S. Manufacturing Facilities; provided, that no Equipment or Fixtures now owned or at any time hereafter acquired by the Debtor (a) located at a U.S. Manufacturing Facility or (b) transferred to a Non-U.S. Manufacturing Property other than (i) in the ordinary course of business or (ii) for a business purpose of the Debtor and its Subsidiaries (as determined in good faith by the Debtor) and not primarily for the purpose of (1) reducing the security for the Obligations or (2) making such Equipment and Fixtures available to other creditors, shall constitute Excluded Equipment and Fixtures.

"Fixtures": all "Fixtures" as such term is defined in Section 9-102 of the UCC as in effect on November 29, 2006.

"General Intangible": a "General intangible" as such term is defined in Section 9-102 of the UCC as in effect on November 29, 2006.

"Governmental Authority": any nation or government, any state, province, municipality or other political subdivision thereof and any entity exercising executive, legislative, judicial, regulatory, taxing or administrative functions of government including the European Central Bank.

"Grantors": a collective reference to the Debtor and Saturn Corporation, and each other direct or indirect wholly-owned domestic Subsidiary of the Debtor that at the option of the Debtor becomes a party to the Collateral Agreement, the Credit Agreement and each other relevant Loan Document, in each case by executing a joinder agreement in form and substance reasonably acceptable to the Agent.

"Lender": each Lender party to the Credit Agreement.

"Lien": any mortgage, pledge, lien, security interest, charge, statutory deemed trust, conditional sale or other title retention agreement or other similar encumbrance.

"Loan": a loan made by a Lender to the Debtor pursuant to the Credit Agreement.

"Loan Documents": the Credit Agreement, the Security Documents, the Notes and any amendment, waiver, supplement or other modification to any of the foregoing.

"Non-U.S. Manufacturing Property": any real property of a Grantor that is not part of a U.S. Manufacturing Facility.

"Note": a promissory note, executed and delivered by the Debtor with respect to the Loans, substantially in the form of Exhibit B to the Credit Agreement.

"Obligations": all obligations of any Grantor in respect of any unpaid Loans and any interest thereon (including interest accruing after the maturity of any Loan and interest accruing after the filing of any petition in bankruptcy, or the commencement of any insolvency, reorganization or like proceeding, relating to any Grantor, whether or not a claim for post-filing or post-petition interest is allowed in such proceeding) and all other obligations and liabilities of any Grantor to the Agent or to any Lender, whether direct or indirect, absolute or contingent, due or to become due, or now existing or hereafter incurred, which may arise under, out of, or in connection with the Credit Agreement, any other Loan Document or any other document made, delivered or given in connection therewith, whether on account of principal, interest, reimbursement obligations, fees, indemnities, costs, expenses or otherwise.

"Person": an individual, partnership, corporation, business trust, joint stock company, trust, unincorporated association, joint venture, Governmental Authority or other entity of whatever nature.

"Proceeds": all "Proceeds" as such term is defined in Section 9-102 of the UCC as in effect on November 29, 2006.

"Secured Parties": the collective reference to the Agent, each Lender and each other Person to which any Obligations are owed.

"Security Documents": the Collateral Agreement and all other security documents delivered to the Agent granting or purporting to grant a Lien on any property of any Person to secure the Obligations, including financing statements or financing change statements under the applicable Uniform Commercial Code.

"Subsidiary": as to any Person (the "parent"), any other Person of which at least a majority of the outstanding stock or other equity interests having by the terms thereof ordinary voting power to elect a majority of the board of directors or comparable governing body of such Person (irrespective of whether or not at the time stock or other equity interests of any other class or classes of such Person shall have or might have voting power by reason of the happening of any contingency) is at the time owned by the parent, or by one or more Subsidiaries, or by the parent and one or more Subsidiaries.

"UCC": the Uniform Commercial Code as from time to time in effect in the State of New York; provided, however, that, in the event that, by reason of mandatory provisions of law, any of the attachment, perfection or priority of the Agent's and the Secured Parties' security interest in any Collateral is governed by the Uniform Commercial Code as in effect in a jurisdiction other than the State of New York, the term "UCC" shall mean the Uniform Commercial Code as in effect in such other jurisdiction for purposes of the provisions hereof relating to such attachment, perfection or priority and for purposes of definitions related to such provisions.

"U.S. Manufacturing Facility": (a) any plant or facility of a Grantor listed on Schedule 1 hereto, including all related or appurtenant land, buildings, Equipment and Fixtures, and (b) any plant or facility of a Grantor, including all related or appurtenant land, buildings, Equipment and Fixtures, acquired or leased by a Grantor after the date hereof which is located within the continental United States of America and at which manufacturing, production, assembly or processing activities are conducted.

Schedule 1
to Annex 1 to UCC-1 Financing Statement

Num	Facility	City	State
1	GM ASSEMBLY ARLINGTON	ARLINGTON	TX
2	GM ASSEMBLY BOWLING GREEN	BOWLING GREEN	KY
3	GM ASSEMBLY DETROIT HAMTRAMCK	DETROIT	MI
4	GM ASSEMBLY FAIRFAX	KANSAS CITY	KS
5	GM ASSEMBLY FLINT	FLINT	MI
6	GM ASSEMBLY FORT WAYNE	FORT WAYNE	IN
7	GM ASSEMBLY JANESVILLE	JANESVILLE	WI
8	GM ASSEMBLY LANSING DELTA TOWNSHIP	LANSING	MI
9	GM ASSEMBLY LANSING GRAND RIVER	LANSING	MI
10	GM ASSEMBLY LORDSTOWN	LORDSTOWN	OH
11	GM ASSEMBLY MORAINE	DAYTON	OH
12	GM ASSEMBLY ORION	LAKE ORION	MI
13	GM ASSEMBLY PONTIAC EAST	PONTIAC	MI
14	GM ASSEMBLY SATURN WILMINGTON	WILMINGTON	DE
15	GM ASSEMBLY SHREVEPORT	SHREVEPORT	LA
16	GM ASSEMBLY WENTZVILLE	WENTZVILLE	MO
17	GM MFD AMT (SAMCO)	NEW HUDSON	MI
18	GM MFD FLINT	FLINT	MI
19	GM MFD FLINT TOOL & DIE	FLINT	MI
20	GM MFD GRAND BLANC	GRAND BLANC	MI
21	GM MFD GRAND RAPIDS	WYOMING	MI
22	GM MFD INDIANAPOLIS	INDIANAPOLIS	IN
23	GM MFD LANSING REGIONAL STAMPING	LANSING	MI
24	GM MFD LORDSTOWN	LORDSTOWN	OH
25	GM MFD MANSFIELD	MANSFIELD	OH
26	GM MFD MARION	MARION	IN
27	GM MFD PARMA	PARMA	OH
28	GM MFD PONTIAC	PONTIAC	MI
29	GM MFD SHREVEPORT	SHREVEPORT	LA
30	GM POWERTRAIN ALLISON BALTIMORE	WHITE MARSH	MD
31	GM POWERTRAIN BAY CITY	BAY CITY	MI
32	GM POWERTRAIN BEDFORD	BEDFORD	IN
33	GM POWERTRAIN DEFIANCE	DEFIANCE	OH
34	GM POWERTRAIN FLINT ENGINE SOUTH	FLINT	MI
35	GM POWERTRAIN LIVONIA	LIVONIA	MI
36	GM POWERTRAIN MASSENA	MASSENA	NY
37	GM POWERTRAIN PARMA	PARMA	OH
38	GM POWERTRAIN ROMULUS ENGINE	ROMULUS	MI
39	GM POWERTRAIN TOLEDO	TOLEDO	OH
40	GM POWERTRAIN TONAWANDA	BUFFALO	NY
41	GM POWERTRAIN WARREN TRANSMISSION	WARREN	MI
42	GM POWERTRAIN WILLOW RUN	YPSILANTI	MI

[[2662674]]

Exhibit 2

[redacted]

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Bryan Kluever
CT
208 South LaSalle Street
Suite 814
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 07:22 PM 10/30/2008
INITIAL FILING # 6416808 4
AMENDMENT # 2008 3661491
SRV: 081081602

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
6416808 4 on 11.30.06

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

2. [X] TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. [ ] CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. [ ] ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects [ ] Debtor or [ ] Secured Party of record. Check only one of these two boxes.
Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
[ ] CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party. [ ] DELETE name: Give record name to be deleted in item 6a or 6b. [ ] ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
GENERAL MOTORS CORPORATION

OR 6b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

7c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY

7d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 7e. TYPE OF ORGANIZATION | 7f. JURISDICTION OF ORGANIZATION | 7g. ORGANIZATIONAL ID #, if any [ ] NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
Describe collateral [ ] deleted or [ ] added, or give entire [ ] restated collateral description, or describe collateral [ ] assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here [ ] and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
JPMORGAN CHASE BANK, AS ADMINISTRATIVE AGENT

OR 9b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

10. OPTIONAL FILER REFERENCE DATA
File with DE SOS [Matter No. 00652500] [General-13] [Doc. No. 1457978] BK 7401846 - 5 lpg

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 05/22/02)

Exhibit 3

Pursuant to a stipulation and order entered by the Court, Exhibit 3 has been filed under seal. Upon the request of any Defendant appearing in the Term Loan Avoidance Action, Plaintiff will provide that Defendant with the sealed information pertaining to that Defendant.

Exhibit 4

Pursuant to a stipulation and order entered by the Court, Exhibit 4 has been filed under seal. Upon the request of any Defendant appearing in the Term Loan Avoidance Action, Plaintiff will provide that Defendant with the sealed information pertaining to that Defendant.